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Proposed Counsel to Debtor Charter Investment, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CHARTER COMMUNICATIONS, INC., et al.,

Debtors.

)

) Chapter 11

)

) Case No. 09-_____

)

) Joint Administration Requested

)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF KIRKLAND & ELLIS LLP AS ATTORNEYS
FOR THE DEBTORS EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors” or “Charter”)¹ hereby move the Court, pursuant to this application (the “Application”), for the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors’ employment and retention of Kirkland & Ellis LLP (“K&E”) as their attorneys in connection with their chapter 11 cases effective nunc pro tunc to the Petition Date (as defined herein). In

¹ The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

support of this Application, the Debtors submit the Declaration of Richard M. Cieri, a partner at K&E (the “Cieri Declaration”), attached hereto as **Exhibit B**. In support of this Application, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 327(a) and 330 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”).

Background²

4. Charter is one of the largest providers of broadband entertainment and communications services in the United States. Specifically, Charter is the fourth-largest cable operator in the country, with operations in 27 states and approximately 5.5 million residential and commercial customers. As of the date hereof (the “Petition Date”), Charter has approximately 16,500 employees, of which approximately 100 employees are represented by one collective bargaining agreement. Unlike many companies entering chapter 11, Charter comes before this Court at a time when its business is continuing to grow. Charter is operationally

² A description of the Debtors’ business, the reasons for filing these Chapter 11 Cases and the relief sought from this Court to allow for a smooth transition into chapter 11 are set forth in the Declaration of Gregory L. Doody, Chief Restructuring Officer and Senior Counsel of Charter Communications, Inc., in Support of First Day Pleadings (the “First Day Declaration”), filed contemporaneously with this Application.

sound and by all accounts heading in the right direction as a functioning business. Charter generates significant positive cash flow before debt service and has achieved upward, favorable trends as an operating enterprise. Charter is before this Court primarily because of recent deteriorating capital market conditions and its significant debt load of approximately \$21.7 billion.

5. After lengthy negotiations, Charter reached agreement with the holders of approximately 73% (approximately \$2.9 billion in principal amount) of the CCH I, LLC ("CCH I") notes, holders of approximately 52% (approximately \$1.3 billion in principal amount) of the CCH II ("CCH II") notes (collectively, the "Crossover Committee"), and Paul G. Allen ("Mr. Allen") on the terms of a consensual, prearranged plan of reorganization (the "Plan"). Since reaching an agreement on the material terms of the Plan, the parties have engaged in extensive negotiations relating to the documentation of the Plan, the accompanying disclosure statement, and the exhibits thereto.

6. The Plan essentially provides for a balance sheet restructuring that will leave intact both Charter's operations and the senior portion of its capital structure. The Plan also provides that Charter's trade creditors will be paid in full. To that end, Charter has filed a motion with the Court seeking to pay its trade creditors in the ordinary course of business. Charter believes that such payment will allow it to continue its operations with minimal disruption and preserve its enterprise value for the benefit of the Debtors' estates, creditors, and all parties in interest. The secured prepetition lenders of Charter's operating subsidiary, whose cash collateral is being used to pay these trade creditors, support this relief.

7. The Plan will be funded with (a) cash on hand and cash generated from Charter's operations, (b) an exchange of CCH II notes (the "Notes Exchange"), (c) an additional debt

commitment by certain holders of CCH II notes (the “New Debt Commitment”), and (d) the proceeds of an equity rights offering (the “Rights Offering”) that certain members of the Crossover Committee have agreed to backstop. Charter expects to raise an aggregate amount of approximately \$1.2 billion through the Notes Exchange, \$267 million through the New Debt Commitment, and up to \$2 billion through the Rights Offering. Importantly, other than the Plan funding described above, Charter is not seeking to enter into debtor-in-possession financing. Charter intends to fund these chapter 11 cases (the “Chapter 11 Cases”) using cash on hand and significant positive cash flow from operations. As of March 27, 2009, Charter had approximately \$700 million in cash on hand and cash equivalents.

8. On the Petition Date, each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated. Concurrently with the filing of this Application, the Debtors have requested procedural consolidation and joint administration of the Chapter 11 Cases.

Relief Requested

9. By this Application, the Debtors seek the entry of an order pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1 authorizing the employment and retention of K&E as their attorneys in accordance with the terms and conditions set forth in that engagement letter dated as of November 13, 2008, by and between the Debtors and K&E (the “Engagement Letter”), a copy of which is annexed as **Exhibit 1** to **Exhibit A** attached hereto and incorporated herein by reference.

K&E's Qualifications

10. The Debtors seek to retain K&E because of K&E's recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code.

11. K&E has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: In re Chemtura Corporation, Case No. 09-11233 (Bankr. S.D.N.Y. Mar. 18, 2009); In re Tronox, Inc., Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 12, 2009); In re Flying J, Inc., Case No. 08-13384 (Bankr. D. Del. Dec. 22, 2008); In re Portola Packaging, Inc., Case No. 08-12001 (Bankr. D. Del. Sept. 22, 2008); In re Hines Horticulture, Inc., Case No. 08-11922 (Bankr. D. Del. Sep. 10, 2008); In re Pierre Foods, Inc., Case No. 08-11480 (Bankr. D. Del. Aug. 13, 2008); In re ACG Holdings, Inc., Case No. 08-11467 (Bankr. D. Del. Aug. 12, 2008); In re Tropicana Entm't, LLC, Case No. 08-10856 (Bankr. D. Del. May 30, 2008); In re Kimball Hill, Inc., Case No. 08-10095 (Bankr. N.D. Ill. May 13, 2008); In re Wellman, Inc., Case No. 08-10595 (Bankr. S.D.N.Y. Mar. 19, 2008); In re Leiner Health Prods., Inc., Case No. 08-10446 (Bankr. D. Del. Mar. 12, 2008); In re DJK Residential, Inc., Case No. 08-10375 (Bankr. S.D.N.Y. Feb. 26, 2008); In re Movie Gallery, Inc., Case No. 07-33486 (Bankr. E.D. Va. Oct. 22, 2007); In re Dura Auto. Sys., Inc., Case No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); In re J.L. French Auto. Castings, Inc., Case No. 06-10119 (Bankr. D. Del. Mar. 28, 2006); In re Musicland Holding Corp., Case No. 06-10064 (Bankr. S.D.N.Y. Feb. 21, 2006); In re Leaseway Motorcar Transp. Co., Case No. 06-00107 (Bankr. W.D.N.Y. Feb. 15, 2006); In re Calpine Corp., Case No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006); In re Collins & Aikman Corp., Case No. 05-55927 (Bankr. E.D. Mich. May 26, 2005); In re Tower Auto., Inc., Case No. 05-10578 (Bankr. S.D.N.Y. Mar. 5, 2005); In re NRG Energy, Inc., Case No. 03-13024 (Bankr. S.D.N.Y. June 2, 2003); In re Cornerstone Propane L.P., Case No. 04-13856 (Bankr.

S.D.N.Y. June 24, 2004); In re Solutia Inc., Case No. 03-17949 (Bankr. S.D.N.Y. Mar. 11, 2005); In re Conseco, Inc., Case No. 02-B49672 (Bankr. N.D. Ill. Jan. 14, 2003); In re UAL Corp., Case No. 02-48191 (Bankr. N.D. Ill. Dec. 30, 2002); In re W.R. Grace & Co., Case No. 01-01139 (Bankr. D. Del. May 3, 2001).

12. In preparing for its representation of the Debtors in these Chapter 11 Cases, K&E has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. The Debtors believe that K&E is both well qualified and uniquely able to represent them in these Chapter 11 Cases.

Services to Be Provided

13. Subject to further order of the Court and consistent with the Engagement Letter, the Debtors request the employment and retention of K&E to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- b. advising and consulting on the conduct of the Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning all litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;

- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts;
- i. consulting with the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

14. K&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the United States Trustee for the Southern District of New York, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure to be utilized by K&E in these Chapter 11 Cases are essentially equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency and comparable matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

15. K&E operates in a dynamic, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other

factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, K&E does not have a single rate for an individual biller that applies to all matters for all clients. K&E rates for an individual biller may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

16. K&E's hourly rates are set at a level designed to fairly compensate K&E for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. In particular, K&E's current hourly rates for matters related to these Chapter 11 Cases range as follows:³

Billing Category	Range
Partners	\$550 - \$965
Of Counsel	\$390 - \$965
Associates	\$320 - \$660
Paraprofessionals	\$110 - \$280

17. The following professionals are presently expected to have primary responsibility for providing services to the Debtors: Richard M. Cieri, Paul M. Basta, Ray C. Schrock, and Stephen E. Hessler. In addition, from time to time, other K&E professionals and paraprofessionals will provide services to the Debtors.

18. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been

³ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing ranges listed in the chart herein.

incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging.

19. To ensure compliance with all applicable deadlines in these Chapter 11 Cases, from time to time K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the Engagement Letter, which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

20. K&E currently charges between \$0.10 and \$0.15 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing, consistent with the Local Rules K&E will charge no more than \$0.10 per page for standard duplication services in these Chapter 11 Cases. K&E does not charge its clients for facsimile transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

21. Consistent with the terms of the Engagement Letter, on December 8, 2008, the Debtors paid \$400,000 to K&E as a classic retainer and on December 9, 2008 the Debtors paid to K&E an additional classic retainer of \$400,000. The foregoing retainers constitute "classic retainers" as defined in In re Prod. Assocs., Ltd., 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001), and In re McDonald Brothers Construction, Inc., 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990).

As such, K&E earned the classic retainer upon receipt, and, consequently, K&E placed that amount into its general cash account. As set forth in the Cieri Declaration, the Debtors have replenished and increased the classic retainer subsequently. The amounts K&E has invoiced the Debtors against the classic retainer for professional services and for the reimbursement of reasonable and necessary expenses incurred in connection therewith are set forth in the Cieri Declaration.

22. Moreover, pursuant to Bankruptcy Rule 2016(b) K&E has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors did not owe K&E any amounts for legal services rendered before the Petition Date.

K&E's Disinterestedness

23. To the best of the Debtors' knowledge, and as disclosed herein and in the Cieri Declaration: (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates; and (b) K&E has no connection to the Debtors, their creditors, or their related parties except as may be disclosed in the Cieri Declaration.

24. K&E will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Motion Practice

25. This Application includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Application. Accordingly, the Debtors submit that this Application satisfies Local Rule 9013-1(a).

Notice

26. The Debtors have provided notice of this Application to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agent under the Debtors' prepetition first lien credit facility; (d) counsel to the agent under the Debtors' prepetition second lien credit facility; (e) the counterparties to those certain interest rate swap agreements with CCO; (f) counsel to the unofficial committee of unaffiliated holders of those certain CCH I and CCH II notes issuances; (g) counsel to the unofficial committee of unaffiliated holders of those certain CCH II note issuances; (h) the indenture trustees for those indentures to which a Debtor is a party; (i) counsel to Vulcan Inc.; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the Federal Communications Commission; (m) the Office of the Attorney General in all of the states in which the Debtors operate; and (n) any applicable state public utilities commissions required to receive notice under the Bankruptcy Rules or Local Rules. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

27. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) authorizing the Debtors to employ and retain K&E as their attorneys effective nunc pro tunc to the Petition Date, (b) approving the terms of the Engagement Letter and (c) granting such other and further relief as is just and proper.

New York, New York
Date: March 27, 2009

/s/ Gregory L. Doody

Gregory L. Doody
Chief Restructuring Officer and Senior Counsel for the
Debtors

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u> ,)	Case No. 09-_____
)	
Debtors.)	Joint Administration Requested
)	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KIRKLAND &
ELLIS LLP AS ATTORNEYS FOR THE DEBTORS EFFECTIVE NUNC PRO TUNC
TO THE PETITION DATE**

Upon the application (the “Application”)¹ of the above captioned debtors (collectively, the “Debtors”)² for the entry of an order authorizing the Debtors to employ and retain Kirkland

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

² The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment I, DST; Charter Communications Entertainment I, LLC; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-

& Ellis LLP (“K&E”) as their attorneys effective nunc pro tunc to the Petition Date, pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having reviewed the Application, the Cieri Declaration, and the First Day Declaration; the Court being satisfied based on the representations made in the Cieri Application and the First Day Declaration that (a) K&E does not hold or represent an interest adverse to the Debtors’ estates and (b) K&E is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; it appearing to the Court that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and good, adequate, and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor, it is ORDERED that:

CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

1. The Application is granted as set forth herein in its entirety.
2. The Debtors are authorized to employ and retain K&E as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter annexed hereto as **Exhibit 1** (the “Engagement Letter”), effective nunc pro tunc to the Petition Date.
3. K&E is authorized to render professional services to the Debtors as described in the Engagement Letter. K&E will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
 - b. advising and consulting on the conduct of the Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. advising and consulting on the conduct of the Chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - d. attending meetings and negotiating with representatives of the creditors and other parties in interest;
 - e. taking all necessary action to protect and preserve the Debtors’ estates, including prosecuting actions on the Debtors’ behalf, defending any action commenced against the Debtors and representing the Debtors’ interests in negotiations concerning all litigation in which the Debtors are involved, including objections to claims filed against the Debtors’ estates;
 - f. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors’ estates;
 - g. representing the Debtors in connection with obtaining postpetition financing;
 - h. advising the Debtors in connection with any potential sale of assets;
 - i. appearing before the Court and any appellate courts to represent the interests of the Debtors’ estates before those courts;
 - j. consulting with the Debtors regarding tax matters;
 - k. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and

1. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

4. K&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee, and any other applicable procedures and orders of the Court.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. Notwithstanding the possible applicability of Rules 6004(h), 7062, 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: March [____], 2009

United States Bankruptcy Judge

EXHIBIT 1

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Citygroup Center
153 East 53rd Street
New York, New York 10022

Richard M. Cieri
To Call Writer Directly:
212 446-4770
rcieri@kirkland.com

(212) 446-4800

www.kirkland.com

Facsimile:
(212) 446-4900

November 13, 2008

PRIVILEGED & CONFIDENTIAL
FOR ADDRESSEE'S EYES ONLY

Grier C. Raclin, Esq.
Executive Vice President, General Counsel and Corporate Secretary
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131

Re: **Retention to Provide Legal Services**

Dear Grier:

We are very pleased that you have asked us to represent Charter Communications, Inc. ("Charter") and its subsidiaries (collectively, "you", "your" or the "Company") in connection with a potential recapitalization of your balance sheet and/or restructuring (the "Matter"). Please note, the Firm's representation in the Matter is only of the Company; the Firm does not and will not represent any shareholder, director, officer, partner, or joint venturer of the Company in this restructuring matter.

General Terms. This retention letter (the "Agreement") and the attached "Guidelines for Legal Services" set forth the terms of your retention of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively "K&E LLP" or the "Firm") to provide legal services and constitutes an agreement between us with regard to the Matter. The terms of this letter shall control in the event of inconsistencies between this letter and the attached Guidelines.

Personnel. I, along with my partners, Paul M. Basta, Todd F. Maynes and Jeffrey S. Powell will be primarily responsible for this engagement. Other attorneys and legal assistants also will perform services during the course of this engagement as approved by you. We will involve such other lawyers and legal assistants in K&E LLP to the extent that your needs make such involvement desirable and have been accepted by you. We will not include any contract attorneys without your prior consent and agreement concerning the arrangements of engaging any such attorneys. We will meet every 1-2 weeks to discuss the staffing of each project with you or your designee. Staffing decisions will not be made without the approval of you or your designee except under exigent circumstances.

K&E 13142176.5

Fees. The Firm will bill the Company for fees incurred at its regular hourly rates and in tenth increments of an hour (or in smaller time increments otherwise required by a court). The following table summarizes the current hourly rates for the attorneys primarily responsible for this engagement:

Attorney	Hourly Rate
Richard M. Cieri	\$925
Paul M. Basta	\$845
Todd F. Maynes	\$915
Jeffrey S. Powell	\$695

We reserve the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of the Company if such adjustments apply to K&E LLP's other restructuring clients.

Although we will attempt to estimate fees to assist you in your planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing. We will meet every 1-2 weeks to discuss whether work flow and fees are projected to decrease, increase or remain constant for the ensuing 4-8 week period.

Expenses. Expenses related to providing services shall be included in our statements as disbursements advanced by us on your behalf. We will only bill for expenses consistent with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "SDNY Bankruptcy Fee Guidelines"). Our clients pay directly (and are solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers or contractors' charges. By executing this Agreement below, you agree to pay for all charges in accordance with the SDNY Bankruptcy Fee Guidelines, a copy of which is attached hereto, as may be revised by the SDNY from time to time.

Billing Procedures. We understand the Company has "e-billing" procedures and will be sending us these guidelines. Accordingly, we will modify this Agreement as needed to implement the Company's procedures. Otherwise, our statements for fees and expenses are typically rendered monthly and, unless other arrangements are made, payment in full is due upon receipt. We may adjust our billing cycle upon prior agreement with you. You may have the billing statement in any reasonable format you choose in writing. Depending on the circumstances, however, estimated or summary bills may be provided during certain billing cycles, with supporting time descriptions and expense summaries to follow thereafter.

Retainer. The Company will provide to the Firm, at the beginning of every month, a "classic retainer" in the amount of US \$1,000,000 as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184 85 (Bankr. N.D. Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997 99 (Bankr. N.D. Ill. 1990). As such, the classic retainer was earned by the Firm upon receipt. The initial amount of the classic retainer was set to approximate our estimate of fees and expenses expected to be accrued and unpaid by the Company between payment cycles. The Firm's estimate of expected fees and expenses may change upon mutual agreement based upon actual or expected fees and expenses incurred or expected to be incurred, as applicable. Further, the Company and the Firm will confer at the end of every month to determine whether the monthly \$1,000,000 retainer payment should be adjusted upwards or downwards, and the Company agrees the monthly retainer payment shall never be less than \$500,000, so that the classic retainer amount remains at or above the Firm's estimated fees and expenses expected to be accrued and unpaid by the Company between payment cycles.

The classic retainer will be placed into K&E LLP's general cash account, will not be held in a separate account on your behalf, and you will not receive any interest on these monies. You have no interest in the classic retainer. This amount does not constitute a security deposit. Any excess retainer shall be returned to the Company upon completion of the Matter.

Termination. Our retention may be terminated by either of us at any time by written notice by or to you *provided that* we may not terminate the retention on less than thirty (30) days advance written notice during the matter. Our representation will end at the earliest of (a) your termination of our representation, (b) the effective date of our withdrawal and (c) the completion of our substantive work. We normally do not withdraw from a representation unless the client misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for us to continue to represent the client, or unless other just cause exists. If permission for withdrawal is required by a court, we shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or our services are terminated for any reason, such termination shall be effective only to terminate our services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of our active involvement in a particular matter (even if we continue active involvement in other matters on your behalf), we will have no further duty to inform you of future developments or changes in law as may be relevant to such matter. Further, unless you and we mutually agree in writing to the contrary, we will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which we had been retained.

Cell Phone and E-Mail Communication. K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-

client privilege, and that you must inform K&E LLP if you do not wish K&E LLP to discuss privileged matters on cell telephones with you or your professionals or agents.

K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform K&E LLP if you wish to institute a system to encode all e-mail between K&E LLP and you or your professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with our policy in effect from time to time and the attached Guidelines. Subject to future changes, it is our current policy generally not to retain records relating to a matter for more than five years. Upon your prior written request, we will return client records to you prior to their destruction. It is not administratively feasible for us to advise you of the closing of a matter or the disposal of records. We recommend, therefore, that you maintain your own files for reference or submit a written request for your client files promptly upon conclusion of a matter.

Conflicts of Interest. As is customary for a law firm of our size, you currently have relationships with numerous business entities that K&E LLP has represented or currently represents in matters unrelated to you. In undertaking our representation of the Company, we want to be fair not only to its interests but also to those of our other clients. Because the Company is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of our other clients, the possibility exists that one of our current or future clients may take positions adverse to the Company (including litigation or other dispute resolution mechanisms) in a matter in which K&E LLP may be retained. In the event a present conflict of interest exists between the Company and our other clients or in the event one arises in the future, the Company agrees to waive any such conflict of interest or other objection that would preclude our representation of another client (a) in other current or future matters, substantially unrelated to this representation of the Company, and (b) other than during a Restructuring Case(s) (described below), in other matters related to the Company (including litigation or other dispute resolution mechanisms).

We note that K&E LLP previously represented the Special Committee of the Company's independent directors. Although K&E LLP no longer represents the Special Committee, members of the Special Committee, in their capacity as board members, may consult with K&E LLP as part of K&E LLP's representation of the Company. The Company agrees that our present and going-forward representation of the Company in connection with a potential restructuring is solely of the Company and that no member or other entity or person related to it (such as directors, officers or employees) has the status of a client for conflict of interest purposes.

Restructuring Cases. If it becomes necessary for you to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code, our ongoing employment by you will be subject

to the approval of the court with jurisdiction over the petition. If necessary, K&E LLP will take steps necessary to prepare the disclosure materials required in connection with K&E LLP's retention as lead restructuring counsel. In the near term, K&E LLP will begin conflicts checks on potentially interested parties as provided by you.

If necessary, we will prepare a preliminary draft of a schedule describing K&E LLP's relationships with certain interested parties (the "Disclosure Schedule"). We will give you a draft of the Disclosure Schedule once it is available. Although K&E LLP believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain K&E LLP.

If actual conflicts of interest arise in the Company's restructuring cases, the Company will be required to use separate conflicts counsel in those matters, and the Firm will not participate in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of your matters. Nothing in this Agreement or any statement by our staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of your matter are simply expressions of judgment and are not binding on us.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of our law practice and recite examples of matters we handle on behalf of clients, you agree that, with your prior consent, if those materials avoid disclosing your confidences and secrets as defined by applicable ethical rules, they may identify you as a client, may contain factual synopses of your matters, and may indicate generally the results achieved.

Reimbursement of Expenses. You agree promptly to reimburse us for all fees and expenses, including the amount of K&E LLP's attorney and paralegal time at normal billing rates, as incurred by us in connection with participating in, preparing for, or responding to any action, claim, suit or proceeding brought by or against any third-party that relates to the legal services provided by us under the Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by us in responding to document subpoenas, and preparing for and testifying at depositions and trials.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Miscellaneous. This Agreement sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course

of conduct. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable.

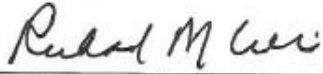
We are not advising you with respect to this Agreement because we would have a conflict of interest in doing so. If you wish advice, you should consult independent counsel of your choice.

[remainder of page intentionally left blank]


Please confirm your agreement with the arrangements described in this letter by signing below and returning it to me via fax: (212) 446-6460.

Very truly yours,

KIRKLAND & ELLIS LLP

By 
Printed Name: Richard M. Cieri
Title: Partner

Agreed to and accepted as of this _____ day of November, 2008

By: 
Printed Name: Grier C. Raclin
Title: Executive Vice President, General
Counsel and Corporate Secretary

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K&E 13142176.1

EXHIBIT B

Richard M. Cieri
Paul M. Basta
Stephen E. Hessler
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Ray C. Schrock
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, Illinois 60601-6636
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u> ,)	Case No. 09-_____
)	
Debtors.)	Joint Administration Requested
)	

**DECLARATION OF RICHARD M. CIERI IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF KIRKLAND & ELLIS LLP AS ATTORNEYS FOR THE
DEBTORS EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

I, Richard M. Cieri, being duly sworn, state the following under penalty of perjury.

1. I am a partner in the law firm of Kirkland & Ellis LLP ("K&E"), with an office at Citigroup Center, 153 East 53rd Street, New York, New York 10022. I am a member in good standing of the Bars of the State of New York and Ohio, and I am admitted to practice before the

United States District Court for the Southern District of New York. In addition, there are no disciplinary proceedings pending against me.

2. I submit this Declaration in support of the application (the “Application”) of the above-captioned debtors (collectively, the “Debtors”)¹ for an order pursuant to sections 327(a) and 330 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”),

¹ The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”) authorizing the Debtors to employ and retain K&E as attorneys for the Debtors in connection with their chapter 11 cases (the “Chapter 11 Cases”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

K&E’s Qualifications

3. The Debtors seek to retain K&E because of K&E’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code.

4. K&E has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: In re Chemtura Corporation, Case No. 09-11233 (Bankr. S.D.N.Y. Mar. 18, 2009); In re Tronox, Inc., Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 12, 2009); In re Flying J, Inc., Case No. 08-13384 (Bankr. D. Del. Dec. 22, 2008); In re Portola Packaging, Inc., Case No. 08-12001 (Bankr. D. Del. Sept. 22, 2008); In re Hines Horticulture, Inc., Case No. 08-11922 (Bankr. D. Del. Sep. 10, 2008); In re Pierre Foods, Inc., Case No. 08-11480 (Bankr. D. Del. Aug. 13, 2008); In re ACG Holdings, Inc., Case No. 08-11467 (Bankr. D. Del. Aug. 12, 2008); In re Tropicana Entm’t, LLC, Case No. 08-10856 (Bankr. D. Del. May 30, 2008); In re Kimball Hill, Inc., Case No. 08-10095 (Bankr. N.D. Ill. May 13, 2008); In re Wellman, Inc., Case No. 08-10595 (Bankr. S.D.N.Y. Mar. 19, 2008); In re Leiner Health Prods., Inc., Case No. 08-10446 (Bankr. D. Del. Mar. 12, 2008); In re DJK Residential,

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Inc., Case No. 08-10375 (Bankr. S.D.N.Y. Feb. 26, 2008); In re Movie Gallery, Inc., Case No. 07-33486 (Bankr. E.D. Va. Oct. 22, 2007); In re Dura Auto. Sys., Inc., Case No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); In re J.L. French Auto. Castings, Inc., Case No. 06-10119 (Bankr. D. Del. Mar. 28, 2006); In re Musicland Holding Corp., Case No. 06-10064 (Bankr. S.D.N.Y. Feb. 21, 2006); In re Leaseway Motorcar Transp. Co., Case No. 06-00107 (Bankr. W.D.N.Y. Feb. 15, 2006); In re Calpine Corp., Case No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006); In re Collins & Aikman Corp., Case No. 05-55927 (Bankr. E.D. Mich. May 26, 2005); In re Tower Auto., Inc., Case No. 05-10578 (Bankr. S.D.N.Y. Mar. 5, 2005); In re NRG Energy, Inc., Case No. 03-13024 (Bankr. S.D.N.Y. June 2, 2003); In re Cornerstone Propane L.P., Case No. 04-13856 (Bankr. S.D.N.Y. June 24, 2004); In re Solutia Inc., Case No. 03-17949 (Bankr. S.D.N.Y. Mar. 11, 2005); In re Conseco, Inc., Case No. 02-B49672 (Bankr. N.D. Ill. Jan. 14, 2003); In re UAL Corp., Case No. 02-48191 (Bankr. N.D. Ill. Dec. 30, 2002); In re W.R. Grace & Co., Case No. 01-01139 (Bankr. D. Del. May 3, 2001).

5. In preparing for its representation of the Debtors in these Chapter 11 Cases, K&E has become familiar with the Debtors' businesses and many of the potential legal issues that may arise herein. The Debtors believe that K&E is both well qualified and uniquely able to represent them in these Chapter 11 Cases in an efficient and timely manner.

Services to Be Provided

6. Subject to further order of the Court and consistent with that engagement letter between the Debtors and K&E, dated as of November 13, 2008 (the "Engagement Letter"), a copy of which is annexed as **Exhibit 1** to **Exhibit A** attached to the Application, the Debtors request the employment and retention of K&E to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;

- b. advising and consulting on the conduct of the Chapter 11 Cases, including all of the legal and administrative requirements of operating in Chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning all litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts;
- i. consulting with the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

Compensation Received by K&E from the Debtors

7. On December 8, 2008, the Debtors paid \$400,000 to K&E as a classic retainer and on December 9, 2008 the Debtors paid to K&E an additional classic retainer of \$400,000. Subsequently, the Debtors have increased the retainer, as set forth in the chart below, and as of the Petition Date, the retainer balance was approximately \$1,999,700. Pursuant to the terms of the Engagement Letter and applicable law, these classic retainer payments were earned upon

receipt. Moreover, pursuant to the Engagement Letter, the classic retainer payments are property of K&E and are not held in a separate account.

8. During the 90-day period prior to the Petition Date, the Debtors paid K&E the following amounts:

<u>Period of Service</u>	<u>Invoice Date</u>	<u>Billed Amount</u>	<u>Retainer Payment Date</u>	<u>Retainer Replenishment</u>	<u>Retainer Balance</u>
Retainer			12/8/08	\$400,000.00	\$400,000.00
			12/9/08	\$400,000.00	\$800,000.00
November, 2008	12/10/08	\$360,799.71	12/10/08		\$439,200.29
			12/19/08	\$1,100,000.00	\$1,539,200.29
December, 2008	1/7/09	\$1,176,187.95	1/7/09		\$363,012.34
			1/13/09	\$636,687.66	\$999,700.00
January, 2009	1/16/09	\$341,887.33	1/16/09		\$657,812.67
			1/22/09	\$341,887.33	\$999,700.00
January, 2009	1/26/09	\$353,168.14	1/26/09		\$646,531.86
			1/28/09	\$353,168.14	\$999,700.00
January, 2009	1/30/09	\$305,113.59	1/30/09		\$694,586.41
			2/5/09	\$1,305,113.59	\$1,999,700.00
January/February 2009	2/6/09	\$735,362.29	2/6/09		\$1,264,337.71
February 2009	2/9/09	\$110,609.16	2/9/09		\$1,153,728.55
February 2009	2/10/09	\$223,473.39	2/11/09		\$930,255.16
			2/11/09	\$735,362.29	\$1,665,617.45
			2/11/09	\$110,609.16	\$1,776,226.61
February 2009	2/17/09	\$642,717.16	2/17/09		\$1,133,509.45
			2/19/09	\$866,190.55	\$1,999,700.00
February 2009	2/24/09	\$342,530.99	2/24/09		\$1,657,169.01
			3/3/09	\$342,530.99	\$1,999,700.00
February/March 2009	3/4/09	\$932,532.69	3/4/09		\$1,067,167.31
			3/13/09	\$932,532.69	\$1,999,700.00
March 2009	3/13/09	\$728,364.97	3/13/09		\$1,271,335.03
			3/20/09	\$728,364.97	\$1,999,700.00
March 2009	3/20/09	\$507,934.26	3/20/09		\$1,491,765.74
			3/24/09	\$507,934.26	\$1,999,700.00
March 2009	3/24/09	\$931,440.54	3/24/09		\$1,068,259.46
			3/24/09	\$931,440.54	\$1,999,700.00

9. As of the Petition Date, the Debtors did not owe K&E any amounts for legal services rendered before the Petition Date, although certain expenses and fees may have been incurred by K&E, but not yet applied to K&E's classic retainer. Such amounts, if any, would be less than the balance of K&E's classic retainer as of the Petition Date.

Professional Compensation

10. K&E intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee, and any other applicable procedures or orders of the Court. The hourly rates and corresponding rate structure to be utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters are typically national in scope and involve great intricacy, high stakes, and severe time pressures.

11. K&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to each individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, K&E has no one rate for an individual biller that applies to all matters for all clients. K&E's rates for an individual biller may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

12. K&E's hourly rates are set at a level designed to fairly compensate K&E for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are

subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. In particular, K&E hourly rates for matters related to these Chapter 11 Cases range as follows:³

Billing Category	Range
Partners	\$550 - \$965
Of Counsel	\$390 - \$965
Associates	\$320 - \$660
Paraprofessionals	\$110 - \$280

13. The following professionals are presently expected to have primary responsibility for providing services to the Debtors: Richard M. Cieri, Paul M. Basta, Stephen E. Hessler, and Ray C. Schrock. In addition, from time to time, other K&E professionals and paraprofessionals will provide services to the Debtors.

14. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging.

15. To ensure compliance with all applicable deadlines in these Chapter 11 Cases, K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the Engagement Letter between K&E and the Debtors, which permits K&E to bill the Debtors

³ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing ranges listed in the chart herein.

for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

16. K&E currently charges between \$0.10 and \$0.15 per page for standard duplication in its offices in the United States. K&E does not charge its clients for facsimile transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

17. K&E further states that pursuant to Bankruptcy Rule 2016(b), it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E or (b) any compensation another person or party has received or may receive.

K&E's Disinterestedness

18. K&E and certain of its partners and associates may have in the past represented, may currently represent and likely in the future will represent parties in interest in these Chapter 11 Cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and the Chapter 11 Cases. K&E has searched its electronic database for its connection to the entities listed on **Schedule 1** hereto. The information listed on **Schedule 1** may have changed without my knowledge and may change during the pendency of the Chapter 11 Cases. Accordingly, I or another K&E lawyer will update this Declaration as necessary and when we become aware of material information.

19. The following is a list of the categories that K&E has searched:

Schedule	Category
1(a)	Current and Recent Former Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Affiliations Of Former/Current Directors and Officers
1(d)	Competitors
1(e)	Contract Counterparties
1(f)	Indenture Trustees
1(g)	Insurance Providers
1(h)	Landlords
1(i)	Litigation Counterparties
1(j)	Professionals
1(k)	Secured Creditors
1(l)	Significant Stockholders
1(m)	Taxing Authorities
1(n)	Top Unsecured Creditors
1(o)	United States Trustee for the Southern District of New York (and Key Staff Members)

20. Out of an abundance of caution, listed on **Schedule 2** to this Declaration are the results of K&E's conflicts searches of the above-listed entities.⁴ In connection with services to be rendered to the Debtors, K&E will not commence a cause of action against a Current Client with respect to the Chapter 11 Cases, unless K&E receives a waiver from the Current Client allowing K&E to commence such an action or is no longer representing such Current Client in any matters. In connection with these Chapter 11 Cases, to the extent any causes of action are commenced by or against a Current Client, and a waiver letter is not obtained permitting K&E to participate in such action, the Debtors' conflicts counsel, Curtis, Mallet-Prevost, Colt & Mosle

⁴ As referenced in **Schedule 2**, the term "current client" means a client to whom time was posted in the twelve months preceding the Petition Date (each such client a "**Current Client**"). As referenced in **Schedule 2**, the term "former client" means a client to whom time was posted between 36 and twelve months preceding the Petition Date. On **Schedule 2**, the term "closed client" means a client to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. As a general matter, K&E discloses connections with former clients or closed clients for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

LLP (“Curtis Mallet”), will represent the Debtors in such action.⁵ Notably, the only clients listed on **Schedule 2** that represent more than 1% of K&E’s fee receipts for the twelve months ending February 28, 2009 are as follows: (a) Madison Dearborn Partners (1.93%); and (b) Calpine Corporation (1.39%).

21. K&E’s conflicts search of the parties in interest listed on **Schedule 1** attached hereto (that K&E was able to locate using its reasonable efforts) reveals, to the best of K&E’s knowledge, that certain of K&E’s attorneys and paraprofessionals who previously worked at other law firms that represented certain potential parties in interest in the Chapter 11 Cases have not worked on matters relating to the Debtors’ restructuring efforts while at K&E.

22. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, K&E, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as disclosed or otherwise described herein.

23. K&E will periodically review its files during the pendency of these Chapter 11 Cases to use its reasonable efforts to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will file a supplemental declaration as soon as practicable.

24. From time to time, K&E has referred work to other professionals to be retained in these Chapter 11 Cases. Likewise, certain such professionals have referred work to K&E.

⁵ It is my understanding that the Debtors have filed an application to retain Curtis Mallet as conflicts counsel or will soon file.

25. Certain insurance companies pay the legal bills of K&E clients. Some of these insurance companies may be involved in these Chapter 11 Cases. None of these insurance companies, however, are K&E clients as a result of the fact that they pay legal fees on behalf of K&E clients.

Specific Disclosures

26. As specifically set forth below and in the attached exhibits, K&E represents certain of the Debtors' creditors, equity security holders or other parties in interest in ongoing matters unrelated to the Debtors and these Chapter 11 Cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, K&E is not disqualified from acting as the Debtors' counsel merely because it represents the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to these Chapter 11 Cases.

I. Connections to J.P. Morgan Chase

27. As disclosed in **Schedule 2**, K&E currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with J.P. Morgan Chase, Inc. (collectively, "**Chase**"). Chase is currently a secured creditor of the Debtors and one of the Officer and Director affiliations. All prior and current K&E representations of Chase have been in matters unrelated to the Debtors and these Chapter 11 Cases. Chase has provided K&E with advance conflict waivers that permit K&E to be adverse to Chase in litigation.

28. Additionally, the spouse of K&E partner Helen E. Witt, P.C. is a managing director of Chase. K&E has instituted formal screening measures to screen Ms. Witt from all aspects of K&E's representation of the Debtors.

II. Connections to Madison Dearborn Partners

29. As disclosed in Schedule 2, K&E currently represents, and formerly has represented, certain affiliates, subsidiaries and entities associated with Madison Dearborn Partners (collectively, "MDP"). MDP represented 1.93% of K&E's fee receipts for the twelve month period ending on February 28, 2009. MDP is an affiliate of several of the Debtors' officers and directors. All prior and current K&E representations of MDP have been in matters unrelated to the Debtors or these Chapter 11 Cases. Additionally, a former K&E partner, Mark Tresnowski, is currently Managing Director General Counsel of Madison Dearborn Partners. Mr. Tresnowski was previously employed by K&E between 1986 and 1999, and Mr. Tresnowski returned to K&E for a brief period of time in 2004.

III. Connections to Verizon Communications, Inc.

30. As disclosed in Schedule 2, K&E currently represents, and formerly has represented, certain affiliates, subsidiaries and entities associated with Verizon Communications, Inc. (collectively, "Verizon"). Also, William Barr, of counsel to K&E since January 2, 2009, was formerly an Executive Vice President at Verizon. Verizon and the Debtors have an interconnection agreement, pursuant to which the Debtors can connect their equipment and transmit their services through Verizon's network. Verizon is also an affiliate of several of the Debtors' officers and directors. Moreover, Verizon is involved in certain litigation against the Debtors. Out of an abundance of caution, the Debtors' conflicts counsel, Curtis Mallet, will represent the Debtors in actions involving Verizon.

IV. Certain Litigation Disclosures

31. As disclosed in Schedule 2, the Debtors are currently co-defendants in a patent infringement lawsuit (the "Patent Lawsuit") with certain K&E clients, including: (a) Ambit Microsystems, Inc.; (b) ARRIS; (c) Cisco Systems, Inc.; (d) Netgear; (e) Motorola; (f) Scientific

Atlanta; and (g) Thomson (together with the Debtors, the “Parties”). The Parties are subject to indemnity provisions which could lead to future disputes between the Parties regarding any damages award if the plaintiff in the Patent Lawsuit prevails. However, the Parties’ interests at this time are aligned. Moreover, the Patent Lawsuit is unrelated to the Debtors’ Chapter 11 Cases. Should a conflict arise between the Parties and a waiver letter is not obtained permitting K&E to participate in such action, the Debtors’ conflicts counsel, Curtis Mallet, will represent the Debtors in such action.

32. As disclosed in **Schedule 2**, the Debtors are currently co-defendants in an antitrust lawsuit (the “Antitrust Lawsuit”) with K&E client, DIRECTV (together with the Debtors, the “Antitrust Parties”). The Antitrust Parties are subject to indemnity provisions which could lead to future disputes between the Antitrust Parties regarding any damages award if the plaintiff in the Antitrust Lawsuit prevails. However, the Antitrust Parties’ interests at this time are aligned. Moreover, the Antitrust Lawsuit is unrelated to the Debtors’ Chapter 11 Cases. Should a conflict arise between the Antitrust Parties and a waiver letter is not obtained permitting K&E to participate in such action, the Debtors’ conflicts counsel, Curtis Mallet, will represent the Debtors in such action.

V. K&E Attorney and Employee Investments

33. Certain current and former partners, of counsel, associates, and employees of K&E invest in mutual funds, retirement funds, and other securities and make any number of investments personally, which may cause such individuals to acquire or hold a debt or equity security of the Debtors without K&E’s knowledge. Nonetheless, those individuals do not manage or otherwise control such mutual funds, retirement funds, and other similar investment vehicles. Moreover, those individuals do not manage or control the underlying investments made by such entities.

34. In addition, certain current and former partners of K&E may voluntarily choose to invest in certain blind pool investment funds. Participation in blind pool investment funds is wholly voluntary, and not all current and former partners of K&E participate. These blind pool investment funds fall into two categories: “private equity fund” investments, where the investment pool invests capital in certain private equity funds that are K&E clients; and “direct” investment funds, where the investment pool invests directly in equity or debt of certain portfolio companies of K&E private equity clients. These blind pool investment funds are organized as limited partnerships that are managed by certain K&E partners who are also limited partners. Such blind pool investment funds are not managed or otherwise controlled by K&E. Moreover, the blind pool investment funds control neither the underlying private equity funds nor portfolio companies in which they invest. In certain circumstances, it is possible that one or more entities in which these blind pool investment funds invest capital have made or, in the future, will make an investment in certain debt or equity securities of the Debtors or the reorganized Debtors without K&E’s knowledge. Generally, investments in blind pool investment funds do not exceed a 1% stake involving any company’s debt or equity.

35. A K&E blind pool investment fund comprised of certain former and current K&E partners, in their personal and individual capacities, holds an interest in Carlyle Strategic Partners II, which in turn holds equity interests in the Debtors that were valued at \$50,000 as of September 30, 2008.

36. A K&E blind pool investment fund comprised of certain former and current K&E partners, in their personal and individual capacities, holds an interest in Carlyle Strategic Partners II, which in turn owns secured bonds in the Debtors that were valued at -\$59,000 as of September 30, 2008.

37. A K&E blind pool investment fund comprised of certain former and current K&E partners, in their personal and individual capacities, holds or held an interest in Randolph Street Partners V, which, through an investment in Sankaty Credit Opportunities, L.P., owns or owned interests in the Debtors that were valued at \$2,356 as of November 30, 2006. K&E's records cannot confirm whether this is currently an ongoing investment.

38. A K&E blind pool investment fund comprised of certain former and current K&E partners, in their personal and individual capacities, holds or held an interest in Randolph Street Partners VI, which, through an investment in Sankaty Credit Opportunities, L.P., owns or owned interests in the Debtors that were valued at \$15,905 as of November 30, 2006. K&E's records cannot confirm whether this is currently an ongoing investment.

VI. Other Disclosures

39. As disclosed in **Schedule 2**, prior to joining the firm, K&E partner Albert Cho represented numerous clients adverse to K&E's current and former restructuring clients, including debtors in chapter 11. Out of an abundance of caution, Mr. Cho will not perform any legal services for the Debtors related to these Chapter 11 Cases.

40. As disclosed in **Schedule 2**, prior to joining the firm, K&E partner Paul J. Astolfi represented numerous clients adverse to K&E's current and former restructuring clients, including debtors in chapter 11. Out of an abundance of caution, Mr. Astolfi will not perform any legal services for the Debtors related to these Chapter 11 Cases.

New York, New York
Dated: March 27, 2009

Respectfully submitted,

/s/ Richard M. Cieri

Richard M. Cieri
Partner, Kirkland & Ellis LLP

SCHEDULE 1
List of Schedules

Schedule	Category
1(a)	Current and Recent Former Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Affiliations Of Former/Current Directors and Officers
1(d)	Competitors
1(e)	Contract Counterparties
1(f)	Indenture Trustees
1(g)	Insurance Providers
1(h)	Landlords
1(i)	Litigation Counterparties
1(j)	Professionals
1(k)	Secured Creditors
1(l)	Significant Stockholders
1(m)	Taxing Authorities
1(n)	Top Unsecured Creditors
1(o)	United States Trustee for the Southern District of New York (and Key Staff Members)

SCHEDULE 1(a)

CURRENT AND RECENT FORMER ENTITIES AFFILIATED WITH THE DEBTORS

AdCast North Carolina Cable Advertising LLC	Charter Cable Partners LLC
American Cable Entertainment Company LLC	Charter Communications (CCI) Inc.
Athens Cablevision Inc.	Charter Communications (DE) Inc.
Ausable Cable TV Inc.	Charter Communications (DE) LLC
Cable Equities Colorado LLC	Charter Communications (I) Inc.
Cable Equities of Colorado Management Corp.	Charter Communications (NC) LLC
Cable Sports Southeast LLC	Charter Communications Cable
CC 10 LLC	Charter Communications CCE-I
CC Fiberlink LLC	Charter Communications Entertainment I DST
CC Michigan LLC	Charter Communications Entertainment I LLC
CC Systems LLC	Charter Communications Entertainment II LLC
CC V Holdings LLC	Charter Communications Entertainment LLC
CC VI Fiberlink LLC	Charter Communications Group
CC VI Operating Co. LLC	Charter Communications Holding Co. LLC
CC VII Fiberlink LLC	Charter Communications Holdings Capital Corp.
CC VIII Holdings LLC	Charter Communications Holdings LLC
CC VIII Leasing of Wisconsin LLC	Charter Communications I
CC VIII LLC	Charter Communications Interlink
CC VIII Operating LLC	Charter Communications LLC
CCH I Capital Corp.	Charter Communications LP
CCH I Holdings Capital Corp.	Charter Communications of Northeastern Connecticut
CCH I Holdings LLC	Charter Communications of Western CT
CCH I LLC	Charter Communications Operating Capital Corp.
CCH II Capital Corp.	Charter Communications Operating LLC
CCH II LLC	Charter Communications Properties LLC
CCHC LLC	Charter Communications Systems
CCO Fiberlink LLC	Charter Communications Telecable
CCO Holdings Capital Corp.	Charter Communications V LLC
CCO Holdings LLC	Charter Communications Ventures LLC
CCO NR Holdings LLC	Charter Communications VI LLC
CCO Purchasing LLC	Charter Communications VII LLC
Charlotte Cable Advertising Interconnect LLC	Charter Distribution LLC
Charter Advertising of Saint Louis LLC	Charter Fiberlink AR-CCVII LLC
Charter Business Networks	Charter Fiberlink AZ-CCVII LLC
Charter Cable Communications Inc.	Charter Fiberlink CA-CCO LLC
Charter Cable Leasing of Wisconsin LLC	
Charter Cable LLC	
Charter Cable Operating Co. LLC	

Charter Fiberlink CA-CCVII LLC
Charter Fiberlink CC VIII LLC
Charter Fiberlink CT-CCO LLC
Charter Fiberlink ID-CCVII LLC
Charter Fiberlink IN-CCO LLC
Charter Fiberlink KS-CCO LLC
Charter Fiberlink LA-CCO LLC
Charter Fiberlink LLC
Charter Fiberlink MA-CCO LLC
Charter Fiberlink MS-CCVI LLC
Charter Fiberlink NC-CCO LLC
Charter Fiberlink NC-CCVII LLC
Charter Fiberlink NH-CCO LLC
Charter Fiberlink NM-CCO LLC
Charter Fiberlink NV-CCVII LLC
Charter Fiberlink NY-CCO LLC
Charter Fiberlink NY-CCVII LLC
Charter Fiberlink OH-CCO LLC
Charter Fiberlink OK-CCVII LLC
Charter Fiberlink OR-CCVII LLC
Charter Fiberlink SC-CCO LLC
Charter Fiberlink SC-CCVII LLC
Charter Fiberlink TX-CCO LLC
Charter Fiberlink UT-CCVII LLC
Charter Fiberlink VA-CCO LLC
Charter Fiberlink VT-CCO LLC
Charter Fiberlink WA-CCVII LLC
Charter Fiberlink WV-CCO LLC
Charter Fiberlink-Alabama LLC
Charter Fiberlink-Georgia LLC
Charter Fiberlink-Illinois LLC
Charter Fiberlink-Kentucky LLC
Charter Fiberlink-MI LLC
Charter Fiberlink-Michigan LLC
Charter Fiberlink-Missouri LLC
Charter Fiberlink-Nebraska LLC
Charter Fiberlink-Tennessee LLC
Charter Fiberlink-Wisconsin LLC
Charter Gateway LLC
Charter Helicon LLC
Charter Interlink LLC
Charter Media
Charter Paging
Charter RMG LLC
Charter Stores FCN LLC
Charter Telephone of Minnesota LLC

Charter Video Electronics Inc.
Dalton Cablevision Inc.
Digeo Inc.
Enstar Communications Corp.
Falcon Cable Communications LLC
Falcon Cable Media, a California Limited Partnership
Falcon Cable Systems Co. II LP
Falcon Cable TV LP
Falcon Cablevision, a California Limited Partnership
Falcon Community Cable LP
Falcon Community Cable LP, a Delaware Limited Partnership
Falcon Community Ventures I LP
Falcon First Cable of New York Inc.
Falcon First Cable of the Southeast Inc.
Falcon First Inc.
Falcon Telecable a California LP
Falcon Telecable LP
Falcon Video Communications LP
Falcon Video Communications LP in NC
Gateway Baseball Inc.
Helicon Group LP The
Helicon Partners I LP
Hometown TV Inc.
HPI Acquisition Co LLC
Interlink Communications Partners LLC
Long Beach LLC
Marcus Cable Associates LLC
Marcus Cable Associates LP
Marcus Cable Inc.
Marcus Cable of Alabama LLC
Midwest Cable Communications Inc.
Pacific Microwave
Peachtree Cable TV LLC
Peachtree Cable TV LP
Plattsburgh Cablevision Inc.
Renaissance Media LLC
Rifkin Acquisition Partners LLC
Robin Media Group Inc.
Scottsboro TV Cable Inc.
SFC Transmission
Tennessee LLC
Tioga Cable Company Inc.

TWC W Ohio-Charter Cable Advertising
LLC
TWC/Charter Dallas Cable Advertising LLC
TWC/Charter Green Bay Cable Advertising
LLC

TWC/Charter Los Angeles Cable
Advertising LLC
Vista Broadband Communications LLC

SCHEDULE 1(b)

CURRENT AND RECENT FORMER DIRECTORS AND OFFICERS

Allen, Paul G.
Apodaca, Steven E.
Conn, W. Lance
Davis, Nathaniel A.
Dolgen, Jonathan L.
Fawaz, Marwan
Fisher, Jeffrey T.
Hamilton, Sue Ann R.
Howard, Kevin D.
Jamison, Joshua L.
Johri, Rajive
Lovett, Michael J.
May, Robert P.
Merritt, David C.
Nathanson, Marc B.
Patton, Jo Allen
Quigley, Robert A.
Raclin, Grier C.
Ramsey, Lynne F.
Schmitz, Eloise E.
Schremp, Ted W.
Smit, Neil
Tory, John H.
Trustdorf, Paula J.
Wangberg, Larry W.
White, Mary L

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SCHEDULE 1(c)

AFFILIATIONS OF FORMER/CURRENT DIRECTORS AND OFFICERS

ADC Telecommunications Inc.	Gardner Carton & Douglas
Adelphia Communications Corp.	Gemstar International
Allen Institute of Brain Science	Gerard Klauer Mattison & Co. Inc.
America Online Europe	Global TeleSystems Inc
America Online Inc.	HealthSouth Corp.
America Online US	Her Majesty's Loyal Opposition
AOL Local	Hewlett-Packard Co.
Arthur Andersen LLP	High Credit Information Services Pvt Ltd.
ArtistDirect Inc.	iCRETE LLC
AT&T	Infinity Broadband
AT&T Broadband LLC	Jones Intercable
Australis Media	JP Morgan Chase Bank
Autodesk Inc.	KPMG
Broadband Infrastructure Group	Madison Dearborn Partners LLC
Broadcasting Board of Governors	Mapleton Investments LLC
Cablevision Systems Corp.	MapQuest
Calpine Corp.	MCI Communications
Cara Operations Ltd.	MCIT
Cardean Education Group	MediaOne Inc.
CBS Corp.	Mercantile Bank
Charter Communications Inc.	Mercantile Bank of St. Louis
Charter Investment Inc.	Microsoft Corp.
Charter Telephone	Mutual of America Capital Management Corp.
Columbia Pictures Industries Inc.	Nabisco
Comcast Cable	nCUBE
Cypress Communications Corp.	Nextel Communications Inc.
Delta Airlines Inc.	Northwestern University Law School Law Review Editorial Board
Delta Connection Inc.	OneSecure Inc.
Deutsche Bank	Ontario Progressive Conservative Party
Digeo Inc.	Ontario Provincial Parliament
DreamWorks Animation SKG Inc.	Outdoor Channel Holdings Inc.
Enstar Communications Corp.	Park Li Group
Entertainment Media Advisory Group	Pillsbury
Expedia Inc.	Plains All American Pipeline LP
Experience Music Project Museum	Plains GP Holdings LP
Falcon Holding Group Inc.	PNV Inc.
Federal Express Corp.	Portland Trail Blazers NBA
First & Goal Inc.	Quigley Consulting Group LLC
First National Bank of Nebraska Inc.	RANND Advisory Group
First National Bank of Omaha	Rogers Cable Inc.
First National Credit Cards Center	Rogers Media Inc.
Firststar Bank	
Fox Inc.	

Rogers Telecommunications Ltd.
RPM Systems
Salem Partners LLC
Savvis Communications Corp.
Science Fiction Museum
Seattle Seahawks NFL
Shaw Pittman Law Firm
Sony Pictures Entertainment
StarSight Telecast Inc.
TCI of Colorado Inc.
TechTV LLC
Teleprompter Corp.
Time Warner Cable
Time Warner Inc.
Times Mirror Cable Television
Times Mirror Co.
Tory Party of the UK

Tory Tory DesLauriers & Binnington
Twentieth Century Fox
Unext.com LLC
United Postal Savings
US Bank
Viacom Entertainment Group
Viacom Inc.
Voyant Technologies Inc.
Vulcan Energy
Vulcan Inc.
Vulcan Productions
Vulcan Ventures Inc.
Warner Cable
Wood River Ventures LLC
Wordsquare Publishing Co.
XM Satellite Radio Holdings Inc.
XO Communication Inc.

SCHEDULE 1(d)

COMPETITORS

AT&T Inc.
Comcast
Cox Communications
DBS
Direct Broadcast Satellite
DirecTV Group Inc., The
Dish Network Corp.
Verizon Communications Inc
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SCHEDULE 1(e)

CONTRACT COUNTERPARTIES

A&E Television Networks	History Channel
Accenture Ltd.	Idearc Media Corp
American Movie Classics	John Griffin Construction Inc
Arris Solutions Inc.	K&S Communications Inc.
Aurora Networks	Learning Channel, The
Automotive Rentals Inc.	Marketlink Inc.
Bigband Networks	MSNBC
Broadband Solutions Inc.	Net Gear Inc.
Cable Constructors	Officemax Contract Inc.
CCI Systems Inc.	Oracle Corp.
Cedar Point Communications Inc.	Outdoor Life Network
Cisco Systems Inc.	Prince Telecommunications Holdings Inc.
Cognizant Technology Solutions Corp.	RCH Cable Sales Co. Inc.
Communications Unlimited	Sci-Fi
Convergys Customer Management Group Inc.	Site Work Services
Creative Communication Technologies	Speed Channel
DA Technologies Inc.	Tak Communications Inc.
Digeo Inc.	TCM
Epsilon Data Management	Tihen Communications Inc.
Ervin Cable Construction LLC	Tri Wire Engineering Solutions Inc.
Fox News Channel	Tucker Communications Inc.
Fox Sports Midwest	US Bank
Fox Sports West	Viacom Digital Suite
Golf Channel	Vozzcom Inc.
HG Communications	Wilten Media Corp.

SCHEDULE 1(f)

INDENTURE TRUSTEES

Bank of New York Mellon Corp., The
Wilmington Trust Co.

SCHEDULE 1(g)

INSURANCE PROVIDERS

Ace American	Great American Insurance Co. of NY
ACE Bermuda	Hanseatic
AIG American International Specialty	Hartford
AIG Excess	Hudson Insurance Co.
AIG-Lexington	Insurance Co. of the State of Pennsylvania
Allied World National	London
American Guarantee & Liberty	Magna Carta Cos. Inc.
American Home Assurance Co.	Marsh
Aon	National Fire Insurance Co.
Arch Insurance Co.	National Union Fire Insurance Co.
Associated Aviation Underwriters	National Union Fire Insurance Co. of
Axis Insurance Co.	Pittsburgh
Axis Reinsurance Co.	Navigators Insurance Co.
Beazley Insurance Co.	New Hampshire Insurance Co.
Birmingham Fire Insurance Co.	NewMarket Underwriters
Catlin Specialty Insurance	RSUI Indemnity Co.
Chubb-Federal Insurance Co.	Twin City Fire Insurance Co.
CNA Global Speciality Lines	US Speciality Insurance Co.
Commerce & Industry	Valiant Insurance Co.
Continental Casualty Co.	XL Europe
Executive Risk Specialty Insurance Co.	XL Insurance Co. of America
Federal Insurance Co.	XL Specialty Insurance Co.

SCHEDULE 1(h)

LANDLORDS

14 Oaks Associates LLC
1483 Valley Center Industrial LLC
199 South Los Robles Corp.
1998 Heritage Square Ltd.
296 Providence Rd Realty Trust
41 Storage LLC
640 LInc.olin St Associates LP
A&A Associates
A&D Investment Properties LLC
A&M Container Sales and Rentals LLC
AA Economy Self Storage #1
AB Partners LLC
Abbitt Farms
Acker, Donna
Acquiport DFWIP Inc.
Adams (WI), City of
Adelphia LLC
Aegis Realty Operating Partnership LP
Alcoa (TN), City of
Alderman Properties Management
Alexandria (TN), Town of
Alhambra Valley Properties
Allen, Eleanor
AllSouth Corp.
Almont Community Schools
Altura (MN), City of
Alturas Mini Storage
Altus-Corporate 44 Partners LLC
AMCI Acquisitions LP
American Microwave & Communications
Inc.
American Mini Storage LLC
American Storage
American Tower Corp.
Anchor Baptist Mission
Anderson Self Storage
Anderson, Bruce
Anderson, Leonard
Anderson, Marion
Anderson, Robert C.
Anderson, William E.
Anfang, Shelly
Anfang, Thomas

Angell Hill Holdings FLP
Aniwa (WI), City of
APEX Enterprises
Apple Tree Centre LLC
Apple Valley City Hall
Arcadia Technology Holdings Inc.
Athens TC Station LLC
Atlanta Nursing Homes Inc.
Atos Origin
Attic Plus Storage
Ayers, Josephine B.
Bagwell, William A.
Bailey, Carolyn J.
Bailey, M. John
Baileyton (AL), City of
Baker Construction Inc.
Baker, Bonnie
Baker, Helen E.
Baker, Sallie
Bandon (OR), City of
Bangs, David
Bangs, Pamela
Barber, John E.
Barber, Sandra K.
Barnette, Annie
Barneveld (WI), Village of
Barrett, Don E.
Barton, R. James
Batchelor, J.G.
Batey, William Dallas
Baum Investments Inc.
Bayard (NE), City of
Beckby Enterprises
Beechtree Leasing
Bennett, James W.
Bentel Properties
Bergland (MI), Township of
Biddix, Herbert, Jr.
Blackburn, Barbara
Blackburn, Dorothy A.
Blackburn, Jett C.
BLB Rentals
Bliss, Carolyn

Bloomington (WI), Village of
Board of Public Works
Bona, Larry
Booth, Robert
Booth, Virginia
Boron (CA) Community Services District
Borror, Bruce
Bourne, Viola C.
Boyd, Raegan
Boyd, Robert
Bradley Lumber Co. Inc.
Bradshaw, C.D., Jr.
Brannen, Lesley K.
BRCP Plaza 25 LLC
Breaux, Raymond
Brescia, Lucia
Briggs Properties II LLC
Brillion Conservation Club Inc.
Broadreach Capital Partners LLC
Brodziski, Gloria
Brodziski, Steven
Brooks Family LP #1
Brooks Investments
Brooks, Robert
Broomfield Valley Mobile Home Park
Broten, Alfred
Browerville (MN), City of
Brown, Billy Ray
Brunson, Jackie
Brunson, Jeff
Brytin Management & Development Co.
BSE Inc.
Buffalo (MN), City of
Buford Superior Self Storage
Builders Market Inc.
Bunch Property Management LLC
Bundy Appraisal & Management Inc.
Bunkelman, Lisa
Bunkelman, Lowell
Bunte, Irene
Burbank Equities LLC
Bureau of Indian Affairs
Buss, Margaret
Buss, Marlyn
BWANA LLC
Byers, John W.

Byers, L. Marilyn
Byrd Lawson Properties
C&S Leasing
Cadillac Square Center LLC
CAG3 LLC
Calder, Eileen L.
California Water Service Co.
Cambridge (WI), Village of
Campbell Mini Storage
Capel Real Estate & Development Corp.
Carlton, Dennis
Carlton, Nancy
Carolina Telephone & Telegraph Co.
Carson McLane Inc.
Casey, Denny W.
Casey, Shirley M.
Catawba (NC), County of
Cedartown North Partnership LLC
CE-LLC
Centers Business Management Inc.
Centerville (TN), Town of
Central Nebraska Public Power & Irrigation
District (inc)
Century 21 Fugler & Fugler Inc.
Century Tel of the Midwest-Michigan
CenturyTel Inc.
CenturyTel of Arkansas Inc.
Chapala Excelsior LLC
Chapman, Jimmie Ann
Charlene Goodrich Loan Servicing Inc.
Charlton (MA), Town of
CharterBank
Chase & Co. Inc.
Chatham (MI), Village of
Chattooga Self Storage
Chaussee, David
Chico Creek Office investors III
Chippewa Square Professional Center
Cho, Joseph
Church Point (LA), Town of
CIP Real Estate Property Services
City Bank-Levelland
Citycom Real Estate Services
CJK Rental
Clare (MI), City of
Clay Terrace Partners LLC

Clearview Ginseng
Cleveland, Jennifer
CMMR Inc.
Coastal Design Group Ltd
COBi Inc.
Coldwell Banker Upchurch Realty
Coleman, William
Colgan, William G., Jr.
Collins & Blaha PC
Colorado Plaza LLC
Columbia Center Rotary Club
Commerce Center Holdings LLC
Communication Enhancement LLC
Coning Corp.
Connell Properties Inc.
Consolidated Public Water Supply District
No. 1
Cook's Pest Control Inc.
Cooper Communities Inc.
Cooper Land Development Inc.
Cooper, William E.
Coos Bay-North Bend Water Board
Coquille (OR), City of
Corazalla, Fabian
Cottage Grove (WI), Village of
Cox, Mary
Cox, Neil
Cozad (NE), City of
Cress Funeral Service Inc.
Crossett Mini Warehouse
Crossville (TN), City of
Crotty, Ernest
Crotty, Steven
Crown Zellerbach Corp.
Curler, Daniel J.
Currey, Edward M.
Currey, Sarah E.
D&G Enterprises
Dale J Smith Living Trust
DAN-TER LLC
Darkenwald, John
David Antoniono Investments Inc.
Davidson Family Trust
Davis Street Realty Trust
Davis, S. Stanton
Day Realty Rentals

DCC Development
DeBrick Investments LLC
Del Norte (CA), County of
Delavan (WI), City of
DeMawating Development Rentals
Deneui, Doug
Deneui, Sharon
Department of General Services
Department of Interior, Bureau of Land
Management
Department of the Military
Dhillon, Jaspinder
Digital Realty Trust LP
Digital Realty Trust LP-900 Walnut
Dixon, Bobbie
Dixon, Jeanine
Dixon, Leon Ray
Dize, Colburn
Dobbs, W.L.
Dora's U Store It
Douville, Thomas P.
Dresel, Debra L.
Dresel, Michael C.
DRM Investments LLC
Dryden, Lindsay D., Jr.
Duluth Merchant Square Ltd.
Duncan, Eugene F.
Duncan, Peggy D.
Dupree, Roy M.
Durham, Raymond
Durham, Uelala
Dutcher, Donald
Dwyer, Paul H.
Dwyer, Tony P.
Eagle Self Storage
Easley Combined Utility System
East North Storage
East St. Louis (IL), City of
East West Bank
East Winnie Lane LLC
Eastern Oregon Title Inc.
Easy Inn Homes LLC
Eckelkamp, Charkles
Eckelkamp, Dorothy
Eddie's Pharmacy Inc.
Edens & Avant Financing LP

EG&G Services
Eggimann Motor & Equipment Sales Inc.
Elk River (MN) Independent School District
728
Elm Rentals
Elmer L. & Betty Donze Trust
Embarq Corp.
Engelskirger, Chris
Enrica Enterprises LLC
Equity One
Erwin, Maxine
Escanaba (MI), City of
eSolution Architects Holding LLC
Essexville (MI), City of
Eure, Bessie J.
Evergreen Mini-Storage
EverStar Realty
Everts Storage
Excell Shipping & Storage
Extra Space Management
Extra Space Storage Inc.
EZ Move Systems LLC
Fadler, Danny
Fadler, June
Fairbanks, Carolyn
Fairbanks, Marsha
Fairbanks, Vickie
Fairpoint Communications Inc.
Far West Storage Containers Inc.
Farinella, Joseph
Farinella, Rose
Farmers & Merchants Bank
Faulkner Hinton/Ormsby I LLC
Fennessee, Hattie
Fine Foods Inc.
First Industrial LP
First Industrial Texas LP
Fisher, Clifford D.
Flowers Insurance-Troy LLC
Flynn & Guymon
Fordyce Mini Storage
Fort Atkinson School District Inc.
Fountains Three LLC
Fourbee Properties Inc.
Frankenmuth (MI), City of
Frankini, Michael

Franklin Realty Co.
Fred Briner Realty Co.
Frosty Towers Inc.
Fruit Yard Inc.
Fulton (MO), City of
Funland Self Storage
G Group LLC
G&D Communications
Gallatin NE WA Land & Timber LLC
Gambill, B.J.
Gapczynski, Leo
Gardea, Procoro (Pro)
Gardendale Properties LLC
Garfield (MI), Township of
Garfield Associates
Garren, Lloyd, Dr.
Garren, Mary
Gartner Farms
Gass, Joseph
Gateway Real Estate LLC
Gatlinburg (TN), City of
Gaudin, Elaine
Gaudin, Vernon
Gausman, Rosaland I.
Gausman, William H.
Gauthiers
Genoa (IL), City of
George Family 1989 Revocable Trust
Georges Stor-Mor
GHT LLC
Gildner, Doris
Gill, Gerald E.
Gilroy Partnership
Gladwin (MI), City of
Glenn, Robert
Global Tower LLC
GLT Office Properties LLC
Godwin, Benny Lee
Golden Sands Motel LLC
Goldeneye LLC
Gotti Properties LLC
Gowans, Declan E.
Gowans, Lois
Graham & Co. Inc.
Graham Brothers' Properties
Graham, James

Grand Haven (MI), City of
Grayland Co.
Greater Axtell Housing & Development
Greenville (NC) Water System
Greison Storage Mart
Gremillion, Richard
Greshik, Joseph J.
Gridley, Chester D.
Grossman, George
Group Health Cooperative
Guin Slatton Underwood Properties
Gutt, James
Guzman Corp.
GVI 2005 LLC
H&H Properties
H&H Tower Group LLC
Hagan & Vidovic LLP
Hagen, Alfred
Hagen, Deborah
Haleyville Mini Storage
Haller Furniture
Hallmark Medical Plaza II LLC
Hammett, Eugene E
Hanauska, Donald
Hancock, Hope
Hancock, James
Hans, Lisa
Hans, Travis
Haring, John J., Sr.
Haring, Maxine E.
Harrell, Shirley F.
Harrill, J.K.
Harrison (MI), City of
Harry Bourg Corp., The
Hartman Farms Inc.
Hartzler Plumbing & Heating
Hauk, Gunnar
Hawkins, Elma
Haynie, Mark
Haynie, Sharon
Hays, E.E., Jr.
Hebron (MI), Township of
Heflin (AL), City of
Henry A Johnson Trust
Heritage Homes & Development LLC
Heritage Management

Heritage Square Ltd.
Hershenson, Bruce
Hesperia (MI), Township of
Hesse, Fred
Hesse, Paula
Heyboer Excavating
Hicks Family LP
Higgins, Lyda
Highway 11 Mini Storage
Hill, Timothy
Hill-Miller & Co.
Hobbs, Robert D.
Hoerth Storage LLC
Holden Block Association
Hollister (CA), City of
Holshoe, Edward A.
Honesto, John R.
Honesto, Santos H.
Horicon (WI) City Clerk, City Hall
Hosick, Gary W.
Howland 3 Investments LLC
HPF Associates
Hughes Mini-Storage
Hughes, Ann Lou
Hughes, Farrell
Hughson (CA), City of
Humboldt-Toiyabe National Forest
Hundley, Terasa
I&G Corporate Hill LLC
iEconomy
Ilten, Joyce
Income & Growth Fund III
Independent Growers Association Inc.
Industrial Service & Supply Inc.
Infinity Financial Winona LLC
Ingram, Bobby L.
Ingram, Elizabeth G.
InSite Towers LLC
Iowa (LA), Town of
Isbell, Tony A.
J&E Land Co. Inc.
J&K Properties, a Partnership
J&P Ltd.
Jackson & Gregory
Jackson, Robert
Jackson, Vic

Jackson-Burgin Inc.
Jeff Templeton Rentals LLC
Jefferson (WI) Water & Electric Department
Jetcorp LLC
Jiang & Tse Partnership
Jim's Auto Parts
Jipping, Harvey
Jipping, Orma
JKA Enterprises LLC
JMG Partners LLC
Joan B McVay Family Partnership, The
John Hancock Insurance Co.
Johnson, Bruce
Johnson, Bruce A.
Johnson, GF
Johnson, Patricia L.
Johnson, Ruth C
Johnson, Stephen
Johnson, Wanda
Johnson's Mobile Solutions
Jones, Bonnie K.
JR Bruender Construction Inc.
Jura, Carol J.
Jura, William A.
Kalis, Dan
Kalis, Fern
Kanan, Gregory
Kane, Michael J.
Kane, T. Patrick
Kantor, Joe
Kenansville (NC), Town of
Kenesaw (NE), Village of
Kerkhoven (MN), City of
Kilsdonk, Jack
Kimball GET Inc., The
Kinkella, Curtis
Kinkella, JoAnn
Kinner, David
Kjemhus, Forrest H.
Kobliska, Deanna
Kobliska, Steve
Kohlmeier, George
Kohlmeier, Viola
Krause, Joan
Kruger, Darrell
Laabs, Marlyn

Laabs, Priscilla
Lake Nebagamon (WI), Village of
Lakeview (MI), Village of
LayRoy LLC
LB Management Corp
Lee, Burgess Henry
Levert-St John Inc.
Levine & Levine
Lewis Street Associates LLC
Lewis, Gary
Liberty Technologies Inc.
Lincolnton (NC), City of
Lindsay (CA), City of
Lindsey, Billy S.
Lindsey, Jane K.
Lintemuth, Anett
Long, David R.
Loomis (NE), Village of
Los Alamos Community Service District
Lotta-Space Self Storage LLC
Louallen, Gary S.
Loup City (NE), City of
Loyal Economic Development Inc.
LTC SLO LTD LP
Lyon County (NV) Board of Commissioners
Lyons, Jeff
M&E Properties
Mackinac Island (MI), City of
Mackinac Island State Park
MacNeill, Judith
MacNeill, Warren
Madison Gas & Electric Co.
Main Street Stor-N-Lok
Malibu Canyon Plaza LLC
Manco Rentals & Sales Inc.
Maney Realty Trust Inc.
Mansfield Office One Ltd.
Marengo (IL), City of
Marhefka, Tom
Marion Station LLC
Marjo Investments LLC
Markey (MI), Township of
Markuly, Mitchell
Marquette (MI), City of
Marquette (MI), County of
Marshall Mini-Storage

Martin, James
Matrix Building Partnership II LLP
Mayeux, Guynn
Mayville (WI), City of
Mazomanie (WI), Village of
McBride, Frank, Jr.
McCarroll, Richard
McDermott, M.G.
McDonald, Linda
McDonald, Robert
McEntee, Bruce
McGehee, Mary E.
McGlone, Jay Patrick
McMo LLC
McWhorter Enterprises LLC
Mead, Alan
Medford Sentry Storage
Mediacom Communications Corp.
Medley, Martin L., Jr.
Medley, Paul M.
Meisenbach, Stephen
Melrose (MN), City of
Melrose (WI), Village of
Metro Mini Storage
Meyer, James E.
Meyer, Lloyd
Micdav LLC
Michigan Bell Telephone Co.
Middleton, Gary D.
Middleton, Kathleen
Mill Street Mini Storage
Miller, Catherine Dunton Mapp
Miller, Vance A.
Minatare (NE), City of
Minden Exchange Bank & Trust Co.
Mineral (NV), County of
Mini Warehousing Inc.
Mini-Storage
Miracle Investments LLC
Mitchell Holdings LLC
MLJD Realty Trust
Modern Parking Inc.
Mojave Storage
Molde, Ronald
Monroe (CT), Town of
Montcalm (MI), County of

Monterey County (CA) Board of Education
Monterey County (CA) Tax
Monterey Park (CA), City of
Montgomery County Self Storage
Moorthy Family Trust
Morgan, Brenda J.
Morgan, Patricia H.
Mountain Electric Cooperative
Moyer, Carolyn M.
Muller-Alondra LLC
Multiplex Information Services Inc.
Murdock, Linda
Narron, James W., Esq.
NASVA Center LLC
National City Corp.
Nationwide Medical Equipment Inc.
Nealy, Glenn
Neider & Boucher SC
NelTeam LLC
Newman, Cindy L.
Newman, Michael P.
Nicholls, Sue W.
Nichols Management
NNN Parkway 400 LLC
North Carolina Department of
Transportation
North Osage Mini Storage
North Suburban Public Utility Co.
Northgate Self-Storage
Northside Self Storage
Northway Development Co LLC
Northwest Natural Gas Co.
Northwestern Regional Airport Commission
Inc.
Numa Tool Co.
Nunley, Grace
Nunley, W.H.
Nu-Vest Associates
Oconomowoc (WI), City of
Oconto Warehousing Inc.
O'Dea, Susan
Olin Oil Co. Inc.
Olson Trust
Omega Rail Management
Oregon Division of State Lands
Osakis (MN), City of

Outer Banks Ventures Inc.
Overton (NE), Village of
Oxford Area (MI) Cable Communications
Commission
Pacific Realty Associates LP
Palmetto Co., The
Paramount Plumbing & Electric Co.
Pardiac, Charles R.
Park Place Mini Storage
Park Plaza Inc.
Park, James C.
Parkdale Investments LLC
Parks Group Inc., The
Parks Market Inc.
Parkway Plaza LLC
Pasadena (CA) Presbyterian Church
Paschall, Larry
Paso Robles (CA), City of
Patterson, Charles E.
Peak Communications LLC
Pearl River Valley Electrical Power
Association
Pendleton (OR), City of
Peninsula (MI), Township of
Peotter, Jon C.
Permain Properties
Pfeifer Property Management LLC
Phillips (NE), Village of
Phillips, Leila D.
Phillips, Odell
Phylon LLP
Pierce, Bobbie M.
Pinckney, B.G.
Pinnacle Towers Inc.
Pismo Beach (CA), City of
Pixley (CA) Public Utilities District
Plainfield (MI), Township of
Plainfield (WI), Village of
Pointland LLC
Poirer, Raymond
Port of Astoria (OR)
Port of Hood River (OR)
Post, Zeno G.
Prairie du Sac (WI), Village of
Preston, Tim
Price Farms

Prickett, Horace
Prime Property Developers
Princeton (WI) Public Utilities
ProLogis Development Services Inc.
ProLogis NA3 LLC
Property One Inc.
Prosser (WA), City of
PS Business Parks LP
Public Storage Inc.
Quad T Developments LLC
Quality Plus Self Storage
Quesnell International
R&S Realty LLC
Raemisch, Pauline
RailAmerica Inc.
Rainsville (AL), City of
Rau, Gary
RBR Enterprises Inc.
Rebel Group LLC, The
Reb-Mar Inc.
Records Management
Reed & Hamlin
Reed, Gill S.
Reese (MI), Village of
Regus Corp.
Remco Business Center LLC
Rhodes Real Estate Partners
Rice, Maureen
Richards, Viola
Richards, William H.
Rickard, Eric E.
Riddick, William H., III
Rieman, Clarence
Ripley, Joyce
Ripley, Rodney
Ritzer, Agnes G.
River Land Co. LLC
RL Excelsior LLC
RMS Properties Inc.
Roanoke 08 A LLC
Robert Eugene Nickel Revocable Trust
Roberts Brothers Properties II LLC
Robinson, Edward A.
Robinson, Elmo
Robinson, Freda
Rochester (MN), City of

Romanow, Victoria
Roop, K.J.
Rosboro Lumber Co.
Rose Stone Plaza LLC
Round Table Offices
Rouse Land Co. LLC
RREEF-Real Estate Investment Managers
RubiconMadden Holdings I LLC
Rupe, David
Rupe, Diane
Rusconi, Francesco
Rusconi, Johnna
Ryan's Restaurant Group Inc.
Ryba Properties LLC
S Davis Laney Esquire
Safe Lock Mini Storage
Sagola (MI), Township of
SamSyl Properties LLC
San Bernardino (CA), County of
Sauk Centre (MN), City of
SBA Towers II LLC
Schleppenbach, John
Schmitt, Dennis
Schwarze, William
Schwarzhoff, James
Scott Mol Drywall Inc.
Secure One Self Storage
Secured Self-Storage Inc.
Seelye, Dale
Service Real Estate Co
S-Grow Inc.
Shaw Mountain Group
Sheppard, Terry L.
Shurgard of Stone River
Sidcor Grove Square
Siddharth Inc.
Siler City (NC), Town of
Simon Property Group LLC
Simpson, Zetta
Singh, Inderjit
Smith, Auline Lanier
Smith, Roy F.
Smithfield (VA), Town of
Smyrna Market Village LLC
Snowball Development Inc.
Snow's Cut Crossing LLC

South Meadows Five Joint Venture
South Park Plaza LLC
Southampton (MA), Town of
Southridge Partners Ltd.
SP Investments LP
Space Management
Sparks, Michael D.
Sparling Properties LLC
Sparta Mini Warehouse
Specialty Furniture Services Inc.
Springborn, Gloria
Springborn, Walter D.
Spurlin, Donald E.
SSA LLC
SSP Associates Inc.
Stachlewicz, James
Stachlewicz, Rose Ann
Stahm Properties LLC
Stanley, William Michael
Starbrite LLC
Stephenson, Lorne
Stinson, Mary
Stonewall Court Partners
Stor Mor Containers
Storage Banc
Storage Plus
Store House, The
Store N Moor
Stout, Toye
Stow-Away Mini Storage Inc.
Strupp, Gerda F.
Sugarloaf Mills LP
Superior (MI), Township of
Suzanne L Bosgraaf Trust
Swift Mini Storage LLC
Szecsodi, Mary Lou
Taconic Telephone Corp.
Talbert, Edgar D.
Talbert, Terri M.
Talent (OR), City of
Talladega Real Estate Co. Inc.
Tallo, Bobby
Tara Properties LLC
Tarrant (TX) Regional Water District
Tcim Services Inc.
Temple (GA), City of

Thomason Real Estate #1 LLC
Tift's Inc.
Tillman Living Trust
Tipton Community Service District
TLF Investments LP
Townsend, Carolyn Sue
Townsquare LP
Trademark Emerson Centreport Tech Ltd.
Transpo Mini-Storage Inc.
Tri Star Pallets Inc.
Trimont Land Co.
Triple Net Properties LLC
Tulare (CA), County of
Turner, Ronald R.
U Stor Self-Storage Inc.
Uncle Bob's Self-Storage
United Auto Workers Local 95
United States Department of the Interior
United States of America Department of the Navy
United Telephone Co. of Missouri
University Commons LLC
Upper Cumberland Development Co.
US Army Corp of Engineers
US Cellular Operating Co. Inc.
USDA Forest Service
Usonian Inn LLC, The
Vallejo, Marie
Valley Investments LLC
Val-U-Lock Storage
Van Dyck, Cristina
Van Horn Properties LLC
Veit, Joan
Veneta (OR), City of
Vermont Agency of Transportation
Vernedore, David, Jr.
Vida, John S.
Village Sales & Service
Vision Holdings LLC
Vortex Properties LLC
Wall Street Investments
Wallington, Debarah
Wallington, Stanley
Walnut (CA), City of
Warrenton (MO), City of

Washington State Department of Transportation
Watauga 377 LLC
Watertown (MN) School District
Watson, Pattie W.
Watson, Pattie Wiggs
Waunakee (WI), Village of
Wautoma (WI), City of
WB Coyles II LLC
Webb, Forrest
Wells, Paul
Wells, Ryan
Wenatchee Reclamation District (WA)
Werner, Barbara
Werner, John
Werner, Phillip
Werner, Richard
Werner, Sylvia
West College Street Plaza
West Shore Rental Management
West Stockbridge (MA), Town of
West, Betty Jean
Westside Mini Warehouse
Westwood Enterprises Inc.
Weyerhaeuser Co.
Wherley Storage
White Cloud (MI), City of
White Realty & Service Corp.
White, Jesse D.
Whitewater (WI), City of
Whitmire (SC), Town of
Whittier (CA), City of
Wilbanks, Henry Gregg, Sr.
Wilbanks, Kathlyn T.
Wildcat Development Corp.
William XI Property Series LLC
Williams Scotsman
Williams, Kenneth G.
Williams, Wanda
Wilson, Jack
Wilson, Michael L.
Windham Rt 32 Associates LLC
WinnebagoLand UniServ Building Corp.
Wisconsin Public Service Corp.
Witt, George
Witt, Lois

Wolfe, Charlie O.
Wood, Margaret L.
Woodlake (CA), City of
Woodworth Family LLC
Woodworth, Helen
Worley, Michael
Wright, Dale R.
Wright, Donald E.
Wright, Ilia J.
Wright, Thomas L.
Wurtzel Equipment
WWMT Inc.

Wyant, George S.
Yadkin Valley Railroad
Yakima (WA), City of
Yakima Chevron
Yarmouth Crossing Management LLC
Yolande K Blake Estate
Young, Chris
Zajac Electronics Service Center
Zephyr Cove Investors LLC
Zerlaut, Carroll R.
Ziegenhorn, Ruth Anne

SCHEDULE 1(i)

LITIGATION COUNTERPARTIES

Acacia Media Technologies Corp.
Advanced TeleMedia LLC
Alabama, State of
Arkansas Ad Valorem Tax Disputes
Boniti
Branch
Broadcast Innovation
Cencom Cable Income Partners LP
Community Antenna Services
DaPonte, Susan
Eberhart, Jodi
ENSTAR
Flowers, Randall
Franklin, Jeanette
Goodell, Marc
Harp, Mary
Horb, Kirt
Huch, James
Irell & Manella LLP
Laurent, Kimberly
Massachusetts Department of Revenue
Mittelstadt, Brenda
Newby, Eddie L.
Rembrandt Technologies LP
Ronald A. Katz Technology Licensing LP
Santiago, Wendy
Sims, Afton M.
Sjoblom, Maurice
Smoot, William T., II
Verizon Services Corp.
Vtran Media Technologies LLC
Wisconsin Department of Revenue

SCHEDULE 1(i)

PROFESSIONALS

AlixPartners LLP
Ernst & Young LLP
Gibson Dunn & Crutcher
Houlihan Lokey
Joele Frank Wilkinson Brimmer Katcher
KPMG LLP
Miller Buckfire & Co. LLC
Paul Weiss Rifkind Wharton & Garrison LLP
PricewaterhouseCoopers LLP
Simpson Thacher & Bartlett MNP LLP
Skadden Arps Slate Meagher & Flom LLP
UBS Securities
Vucan Inc.

SCHEDULE 1(k)

SECURED CREDITORS

Avenue Advisors LLC
Bank of America
Canyon Capital Advisors LLC
Capital Research & Management Co.
Citibank
Credit Suisse Asset Management
Deutsche Bank
Duquesne Capital Management LLC
Eaton Vance Management
Fidelity Investments
General Electric Capital Corp.
Highland Capital Management LP
ING Investment Management LLC
JPMorgan
Oaktree Capital Management LP
Western Asset Management Co.

SCHEDULE 1(I)

SIGNIFICANT STOCKHOLDERS

Allen, Paul G.
Apodaca, Steven E.
Bommer, Scott A.
Charter Investment Inc.
Citadel LP
Citigroup Inc.
Conn, W. Lance
Davis, Nathaniel A.
Dolgen, Jonathan L.
Fawaz, Marwan
Fisher, J.T.
Fisher, Jeffrey T.
FMR Corp
FMR LLC
Glenview Capital GP LLC
Glenview Capital Management LLC
Goldman Sachs Asset Management LP
Howard, Kevin D.
Jamison, Joshua L.
J-K Navigator Fund
Johnson, Edward C., III
Johnston, James Michael
Johri, Rajive
Kingdon Capital Management LLC
Klein, Brian Katz
Lovett, Michael J.
Manning Napier Advisors LP
May, Robert P.
Merritt, David C.
Nathanson, Marc B.
Oaktree Capital Group Holdings GP LLC
Oaktree Capital Group Holdings LP
Oaktree Capital Group LLC
Oaktree Capital I LP
Oaktree Capital Management LP
Oaktree Fund GP I LP
Oaktree Holdings Inc.
Oaktree Holdings LLC
OCM Holdings I LLC
Patton, Jo Allen

Quigley, Robert A.
Raclin, Grier C.
Ramsey, Lynne F.
Robbins, Lawrence M.
SAB Capital Advisors LLC
SAB Capital Management LLC
SAB Capital Management LP
SAB Capital Partners LP
SAB Capital Partners II LP
SAB Overseas Master Fund LP
Schmitz, Eloise E.
Schremp, Ted W.
Smit, Neil
Standard Pacific Capital LLC
Steelhead Navigator Master LP
Steelhead Offshore Ltd.
Steelhead Partners
Tory, John H.
Trustdorf, Paula J.
Vulcan Cable III Inc.
Wangberg, Larry W.
Wellington Management Co. LLC
White, Mary L.
Whitebox Advisors LLC
Whitebox Convertible Arbitrage Advisors
LLC
Whitebox Convertible Arbitrage Fund LP
Whitebox Convertible Arbitrage Fund Ltd
Whitebox Convertible Arbitrage Partners
LLC
Whitebox Convertible Arbitrage Partners LP
Whitebox Diversified Convertible Arbitrage
Advisors LLC
Whitebox Diversified Convertible Arbitrage
Fund LP
Whitebox Diversified Convertible Arbitrage
Fund Ltd.
Whitebox Diversified Convertible Arbitrage
Partners LP

SCHEDULE 1(m)

TAXING AUTHORITIES

Internal Revenue Service
Social Security Administration
Universal Service Fund

SCHEDULE 1(n)

TOP UNSECURED CREDITORS

A&E Television Networks	Fedex
ABC Family Channel	Fox National Geographic
Advanced Communications	Fox News Network
AMC	Fox Sports Midwest
Arris Solutions Inc.	Fox Sports Net Detroit
AT&T	Fox Sports Net North
Auburn (AL), City of	Fox Sports South
Aurora Networks	Fox Sports Southwest
Bank of New York	Fox Sports West
BET	Fox Sports West 2
Big Ten Network LLC	FX
Bigband Networks	General Instruments
Bravo	Golf Channel
Broadband Solutions Inc.	Greenhouse Partners
Cable Constructors	Greenville County (SC) Tax Collector
Cable News Network	HBO
Cartoon Network	HD Net
CCHC LLC	History Channel
CCI Systems Inc.	Home & Garden Television
Cedar Point Communications Inc.	Home Box Office
Cinemax	In Demand
Cisco Systems Inc.	K&S Communications Inc.
CNBC	Learning Channel, The
CNN	Level 3 Communications
Comedy Channel, The	Lifetime
Commscope Inc.	Long Beach (CA), City of
Communications Unlimited	Motorola Inc.
Convergys Customer Management Group Inc.	MSNBC
Cooper Smith Advertising Inc.	MTV
Court TV	MTV Networks-Digital Suite
CSG Systems Inc.	NARS
C-Span	National Asset Recovery Services
Davis Advertising Inc.	Net Gear Inc.
Discovery Channel	New England Sports Network
Disney Channel	Nickelodeon
E Entertainment	Outdoor Life Network
Encore (Digital)	Prince Telecom Holdings
Encore/Starz	Schommer & Sons
Ervin Cable Construction LLC	Scientific Atlanta Inc.
ESPN	Sci-Fi
ESPN2	Showtime
F/X	Speed Channel
	Spike TV

Sportsouth Network II LLC
STL Communications
Teletch Service Corp.
Times Fiber Communications Inc.
TNN
TNT
TNT Plus
Turner Classic Movies
Turner Network Sales
Turner Network Television
TVN (VOD)

Universal Service Administrative Co.
USA Network
VH-1
Voyager Fleet System Inc.
Vozzcom Inc.
Warner Brothers VOD
Weather Channel, The
Wilen Media Corp.
Wilmington Trust Co.
Worldwide Digital LLC
WTBS

SCHEDULE 1(o)

**UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK (AND
KEY STAFF MEMBERS)**

Brooks, Catletha
Catapano, Maria
Choy, Danny A.
Davis, Tracy Hope
Dub, Elizabeth C.
Felton, Marilyn
Fields, Myrna R.
Golden, Susan
Khodorovsky, Nazar
Martin, Marylou
Martinez, Anna M.
Masumoto, Brian S.
Matula, Courtney
Mendoza, Ercilia A.
Mobley, Darin L.
Moroney, Mary V.
Morrissey, Richard C.
Nadkarni, Joseph
Nakano, Serene
Riffkin, Linda A.
Rodriguez, Abigail
Schwartzberg, Paul K.
Sharp, Sylvester
Soto, Hector
Velez-Rivera, Andy
Zipe, Greg M.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
A&E	Birchwood Power Partners, LP	Current	Representation in matters unrelated to the debtors
Bravo	GE Capital Financial Inc.	Current	Representation in matters unrelated to the debtors
CNBC	GE Healthcare	Current	Representation in matters unrelated to the debtors
General Electric Capital Corp.	General Electric Capital Corporation	Closed	Representation in matters unrelated to the debtors
History Channel	General Electric Company	Current	Representation in matters unrelated to the debtors
MSNBC			
USA Network			
ABC Family	Disneyland Resorts	Closed	Representation in matters unrelated to the debtors
Disney Channel			
ESPN			
ESPN2			
Accenture Ltd.	Accenture Korea	Closed	Representation in matters unrelated to the debtors
	Accenture LLP	Current	Representation in matters unrelated to the debtors
	Accenture Ltd.	Closed	Representation in matters unrelated to the debtors
	Accenture, Inc.	Closed	Representation in matters unrelated to the debtors
	Clifford S. Jury	Closed	Representation in matters unrelated to the debtors
	Meg T. McLaughlin	Closed	Representation in matters unrelated to the debtors
Adelphia Communications Corp.	Advertising.com, Inc.	Current	Representation in matters unrelated to the debtors
America Online Europe	Alex Daniels	Current	Representation in matters unrelated to the debtors
America Online Inc.	America Online	Current	Representation in matters unrelated to the debtors
America Online US	America Online Inc.	Current	Representation in matters unrelated to the debtors
AOL Local	AOL LLC	Current	Representation in matters unrelated to the debtors
Cable News Network	Time Life Inc.	Former	Representation in matters unrelated to the debtors
Cartoon Network	Time Warner Cable Inc.	Current	Representation in matters unrelated to the debtors
Cinemax	Time Warner Inc.	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
CNN	Time, Incorporated	Former	Representation in matters unrelated to the debtors
HBO	Turner Network Television	Closed	Representation in matters unrelated to the debtors
Home Box Office			
MapQuest			
TCM			
Time Warner Cable			
Time Warner Inc.			
TNN			
TNT			
TNT Plus			
Turner Classic Movies			
Turner Network Sales			
Turner Network Television			
Warner Brothers VOD			
Warner Cable			
WTBS			
AIG American International Specialty	AIG	Former	Representation in matters unrelated to the debtors
AIG Excess	AIG Capital Partners, Inc.	Current	Representation in matters unrelated to the debtors
AIG-Lexington	AIG Global Investment Corp.	Current	Representation in matters unrelated to the debtors
American Home Assurance Co.	AIG Global Real Estate Investment Corp.	Former	Representation in matters unrelated to the debtors
Commerce & Industry	AIG Retirement Services, Inc.	Current	Representation in matters unrelated to the debtors
Insurance Co. of the State of Pennsylvania	American General Finance, Inc.	Former	Representation in matters unrelated to the debtors
National Union Fire Insurance Co.	HSA Residential Mortgage Services of Texas	Former	Representation in matters unrelated to the debtors
National Union Fire Insurance Co. of Pittsburgh	MorEquity Inc.	Current	Representation in matters unrelated to the debtors
New Hampshire Insurance Co.			
AlixPartners LLP	AlixPartners GmbH	Current	Representation in matters unrelated to the debtors
	AlixPartners, LLC	Closed	Representation in matters unrelated to the debtors
AMC	Cablevision Systems Corporation	Current	Representation in matters unrelated to the debtors
American Movie Classics	CSC Holdings Company	Current	Representation in matters unrelated to the debtors
Cablevision Systems Corp.			
Aon	Affinity Insurance Services Inc.	Former	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Aon Brokers Services, Inc.	Current	Representation in matters unrelated to the debtors
	Aon Consulting Inc.	Current	Representation in matters unrelated to the debtors
	Aon Corporation	Current	Representation in matters unrelated to the debtors
	Aon Direct Group Inc.	Former	Representation in matters unrelated to the debtors
	Aon Group Inc.	Current	Representation in matters unrelated to the debtors
	Aon Reinsurance Agency Inc.	Closed	Representation in matters unrelated to the debtors
	Aon Risk Services Companies Inc.	Current	Representation in matters unrelated to the debtors
	Aon Risk Services Inc. of Illinois	Former	Representation in matters unrelated to the debtors
	Aon Risk Services Inc. of Northern California Insurance Services	Closed	Representation in matters unrelated to the debtors
	Aon Risk Services Inc. of NY US 10048-7376 New York	Current	Representation in matters unrelated to the debtors
	Aon Risk Services Inc. of Ohio	Current	Representation in matters unrelated to the debtors
	Aon Risk Services Inc. of Southern California Insurance Services	Closed	Representation in matters unrelated to the debtors
	Aon Risk Services Northeast, Inc.	Current	Representation in matters unrelated to the debtors
	Aon Risk Services, Inc.	Closed	Representation in matters unrelated to the debtors
	Aon Risk Services, Inc. of New York	Current	Representation in matters unrelated to the debtors
	Aon Risk Services, Inc. U.S.	Closed	Representation in matters unrelated to the debtors
	Aon Services Group Inc.	Current	Representation in matters unrelated to the debtors
	Aon Special Risk Services Inc.	Current	Representation in matters unrelated to the debtors
	Doris M. Grenier	Closed	Representation in matters unrelated to the debtors
	Healthcare Providers Service Organization	Former	Representation in matters unrelated to the debtors
	Kathleen A. Arriaga	Closed	Representation in matters unrelated to the debtors
	Kathleen Semler	Closed	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Richard Shamis	Closed	Representation in matters unrelated to the debtors
	Richard Subak	Closed	Representation in matters unrelated to the debtors
Arthur Andersen, LLP	Arthur Andersen, LLP	Current	Representation in matters unrelated to the debtors
AT&T	Ameritech	Current	Representation in matters unrelated to the debtors
	Cingular Wireless LLC	Former	Representation in matters unrelated to the debtors
	SBC Communications Inc.	Current	Representation in matters unrelated to the debtors
Bank of America	BA Equity Investors	Former	Representation in matters unrelated to the debtors
	Banc of America Capital Investors	Current	Representation in matters unrelated to the debtors
	Banc of America Securities LLC	Closed	Representation in matters unrelated to the debtors
	BancAmerica Capital Investors II, L.P.	Current	Representation in matters unrelated to the debtors
	Bank of America	Current	Representation in matters unrelated to the debtors
	Bank of America Capital Investors	Current	Representation in matters unrelated to the debtors
	Bank of America Corporation	Current	Representation in matters unrelated to the debtors
	Bank of America NA	Current	Representation in matters unrelated to the debtors
	Bank of America NT & SA	Current	Representation in matters unrelated to the debtors
	Bank of America Securities LLC	Closed	Representation in matters unrelated to the debtors
	BankAmerica International Investment Corporation	Former	Representation in matters unrelated to the debtors
	CIVC Partners	Current	Representation in matters unrelated to the debtors
	Dennis P. McCrary	Former	Representation in matters unrelated to the debtors
	Dimitrios Psyllidis	Former	Representation in matters unrelated to the debtors
	Fleet Boston Financial Corporation	Former	Representation in matters unrelated to the debtors
	Fleet Equity Capital	Current	Representation in matters unrelated to the debtors
	Fleet National Bank	Former	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Jacques Gliksberg	Former	Representation in matters unrelated to the debtors
	Justin Dash	Current	Representation in matters unrelated to the debtors
	Marco Viola	Former	Representation in matters unrelated to the debtors
	Merrill Lynch	Current	Representation in matters unrelated to the debtors
	Merrill Lynch - Global Principal Investments	Current	Representation in matters unrelated to the debtors
	Merrill Lynch Bank USA	Current	Representation in matters unrelated to the debtors
	Merrill Lynch Corporate and Institutional Client Group	Closed	Representation in matters unrelated to the debtors
	Merrill Lynch Japan Securities Co., Ltd.	Current	Representation in matters unrelated to the debtors
	Paul Horvath	Former	Representation in matters unrelated to the debtors
Bank of New York Mellon Corp., The	Alcentra Limited	Current	Representation in matters unrelated to the debtors
BET	CBS Broadcasting Inc.	Current	Representation in matters unrelated to the debtors
CBS Corp.	CBS Operations, Inc.	Current	Representation in matters unrelated to the debtors
MTV	Richard Kang	Former	Representation in matters unrelated to the debtors
MTV Networks-Digital Suite			
Nickelodeon			
Showtime			
Spike TV			
Viacom Digital Suite			
Viacom Entertainment Group			
Viacom Inc.			
Bigband Networks	BigBand Networks, Inc.	Current	Representation in matters unrelated to the debtors
Broadcasting Board of Governors	Army & Air Force Exchange Services	Closed	Representation in matters unrelated to the debtors
Bureau of Indian Affairs	Federal Communication Commission	Closed	Representation in matters unrelated to the debtors
Department of General Services			
Department of Interior, Bureau of Land Management			
Department of the Military			
Humboldt-Toiyabe National Forest			
Internal Revenue Service			

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
Social Security Administration United States Department of the Interior United States of America Department of the Navy US Army Corp of Engineers USDA Forest Service			
Calpine Corp.	Calpine Corporation	Current	Representation in matters unrelated to the debtors
Canyon Capital Advisors LLC	Canyon Capital Advisors LLC	Current	Representation in matters unrelated to the debtors
Carolina Telephone & Telegraph Co. Embarq Corp. United Telephone Co. of Missouri	Embarq Communications, Inc.	Current	Representation in matters unrelated to the debtors
Cisco Systems Inc. Scientific Atlanta Inc.	Cisco Systems Inc.	Current	Representation in matters unrelated to the debtors
Citibank	Citibank F.S.B.	Current	Representation in matters unrelated to the debtors
Citigroup Inc.	Citicorp Mezzanine III, L.P.	Current	Representation in matters unrelated to the debtors
	Citicorp Mezzanine Partners, L.P.	Current	Representation in matters unrelated to the debtors
	Citicorp North America, Inc.	Closed	Representation in matters unrelated to the debtors
	Citigroup	Closed	Representation in matters unrelated to the debtors
	Citigroup Global Markets Inc.	Current	Representation in matters unrelated to the debtors
	Citigroup Global Markets Ltd.	Current	Representation in matters unrelated to the debtors
	Citigroup Global Markets Realty Corp.	Current	Representation in matters unrelated to the debtors
	Citigroup Global Special Situations Group	Closed	Representation in matters unrelated to the debtors
	Citigroup International plc	Closed	Representation in matters unrelated to the debtors
Citadel LP	Citadel Capital Advisors	Current	Representation in matters unrelated to the debtors
	Citadel Investment Group, L.L.C.	Current	Representation in matters unrelated to the debtors
	Citadel Solutions LLC	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
Comcast	Comcast Corporation	Current	Representation in matters unrelated to the debtors
Comcast Cable	Comcast of Dallas LP	Current	Representation in matters unrelated to the debtors
Golf Channel Outdoor Life Network TCI of Colorado Inc.			
Columbia Pictures Industries Inc.	Gamepot, Inc.	Closed	Representation in matters unrelated to the debtors
Sony Pictures Entertainment	Gamepot USA, Inc.	Current	
	Sony Corporation, Inc.	Current	Representation in matters unrelated to the debtors
	Sony Electronics, Inc.	Current	Representation in matters unrelated to the debtors
	Sony Pictures Entertainment, Inc.	Current	Representation in matters unrelated to the debtors
Commscope Inc.	Andrew Corporation	Current	Representation in matters unrelated to the debtors
Cox Communications	Cox Communications, Inc.	Current	Representation in matters unrelated to the debtors
Times Mirror Cable Television			
CNA Global Speciality Lines	CNA Financial Corporation	Current	Representation in matters unrelated to the debtors
Continental Casualty Co.	Continental Casualty Company	Current	Representation in matters unrelated to the debtors
National Fire Insurance Co.			
Credit Suisse Asset Management	Credit Suisse Securities (USA) LLC	Current	Representation in matters unrelated to the debtors
	Credit Suisse Private Equity Partners Asia LP	Current	Representation in matters unrelated to the debtors
	Credit Suisse LLC	Current	Representation in matters unrelated to the debtors
	Credit Suisse First Boston Corp.	Current	Representation in matters unrelated to the debtors
	Credit Suisse Group	Current	Representation in matters unrelated to the debtors
	Credit Suisse Securities (USA) LLC	Current	Representation in matters unrelated to the debtors
	Credit Suisse First Boston Corp.	Closed	Representation in matters unrelated to the debtors
	Credit Suisse First Boston	Former	Representation in matters unrelated to the debtors
	CSAM Funding I	Current	Representation in matters unrelated to the debtors
	CSAM Funding II	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Credit Suisse	Current	Representation in matters unrelated to the debtors
Delta Airlines Inc.	Delta Air Lines, Inc.	Closed	Representation in matters unrelated to the debtors
Delta Connection Inc.			
Deutsche Bank	DB Holdings (New York), Inc.	Current	Representation in matters unrelated to the debtors
	DB Structured Products, Inc.	Current	Representation in matters unrelated to the debtors
	Deutsche Bank	Current	Representation in matters unrelated to the debtors
	Deutsche Bank AG	Current	Representation in matters unrelated to the debtors
	Deutsche Bank AG Cayman Islands	Current	Representation in matters unrelated to the debtors
	Deutsche Bank AG London	Current	Representation in matters unrelated to the debtors
	Deutsche Bank Securities Inc.	Closed	Representation in matters unrelated to the debtors
	Deutsche Bank Trust Companies, America	Current	Representation in matters unrelated to the debtors
DirectTV	DIRECTV Enterprises LLC	Current	Representation in matters unrelated to the debtors
	DIRECTV Holdings LLC	Current	Representation in matters unrelated to the debtors
	DIRECTV Inc.	Current	Representation in matters unrelated to the debtors
	DIRECTV Merchandising Inc.	Current	Representation in matters unrelated to the debtors
	DIRECTV Operations LLC	Current	Representation in matters unrelated to the debtors
	DIRECTV, Inc.	Current	Representation in matters unrelated to the debtors
	The DIRECTV Group Inc.	Current	Representation in matters unrelated to the debtors
ENSTAR	The Enstar group	Former	Representation in matters unrelated to the debtors
Entertainment Media Advisory Group Gerard Klauer Mattison & Co. Inc.	Bank of Montreal	Current	Representation in matters unrelated to the debtors
	BMO Nesbitt	Closed	Representation in matters unrelated to the debtors
	BMO Nesbitt Burns Equity Investments (US) Inc.	Current	Representation in matters unrelated to the debtors
	BMO Nesbitt Burns Equity Partners	Closed	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	BMO Nesbitt Burns Inc.	Current	Representation in matters unrelated to the debtors
Epsilon Data Management	Alliance Data Systems Corporation	Current	Representation in matters unrelated to the debtors
	Epsilon Data Corporation, Inc.	Closed	Representation in matters unrelated to the debtors
	Special Committee of the Board of Directors of Alliance Data Systems Corporation	Current	Representation in matters unrelated to the debtors
Ernst & Young LLP	Ernst & Young LLP	Current	Representation in matters unrelated to the debtors
Ervin Cable Construction LLC	Dycom Industries, Inc.	Current	Representation in matters unrelated to the debtors
Prince Telecom Holdings			
Expedia Inc.	Expedia Inc.	Current	Representation in matters unrelated to the debtors
F/X	News America Incorporated	Current	Representation in matters unrelated to the debtors
Fox Inc.	REA Group	Current	Representation in matters unrelated to the debtors
Fox National Geographic			
Fox News Channel			
Fox News Network			
Fox Sports Detroit			
Fox Sports Midwest			
Fox Sports Net Detroit			
Fox Sports Net North			
Fox Sports South			
Fox Sports Southwest			
Fox Sports West			
Fox Sports West 2			
FX			
Speed Channel			
Twentieth Century Fox			
First Industrial LP	Bruce Duncan	Current	Representation in matters unrelated to the debtors
	Special Ad Hoc Committee of the Board of First Industrial Realty Trust, Inc.	Current	Representation in matters unrelated to the debtors
Firstar Bank	Firstar Bank NA	Current	Representation in matters unrelated to the debtors
US Bank	U.S. Bank National Association	Current	Representation in matters unrelated to the debtors
Voyager Fleet System Inc.			
General Instruments	Motorola Inc.	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
Motorola Inc.			
Goldman Sachs Asset Management LP	Archon Group, L.P.	Closed	Representation in matters unrelated to the debtors
	Cogentrix Energy Inc.	Current	Representation in matters unrelated to the debtors
	Cogentrix of Rocky Mount, Inc.	Former	Representation in matters unrelated to the debtors
	Goldman Sachs & Company	Current	Representation in matters unrelated to the debtors
	Goldman Sachs Group, Inc.	Current	Representation in matters unrelated to the debtors
	Goldman Sachs International Ltd.	Current	Representation in matters unrelated to the debtors
	Goldman Sachs Trust Company NA	Current	Representation in matters unrelated to the debtors
	GS Capital Partners	Current	Representation in matters unrelated to the debtors
	GS Capital Partners 2000 LP	Current	Representation in matters unrelated to the debtors
	GS Capital Partners V LP	Current	Representation in matters unrelated to the debtors
	Muneer A. Satter	Current	Representation in matters unrelated to the debtors
Great American Insurance Co. of NY	Great American Insurance Company	Current	Representation in matters unrelated to the debtors
HealthSouth Corp.	Cecilia Sage Givens	Closed	Representation in matters unrelated to the debtors
Highland Capital Management LP	Highland Capital Management, L.P.	Closed	Representation in matters unrelated to the debtors
Houlihan Lokey	ORIX Real Estate Capital, Inc.	Current	Representation in matters unrelated to the debtors
Idearc Media Corp.	Idearc Media Corp.	Current	Representation in matters unrelated to the debtors
ING Investment Management LLC	ING Asset Management BV	Current	Representation in matters unrelated to the debtors
	ING Bank NV	Current	Representation in matters unrelated to the debtors
	ING Management Limited	Current	Representation in matters unrelated to the debtors
	ING Office Fund	Current	Representation in matters unrelated to the debtors
John Hancock Insurance Co.	John Hancock Life Insurance Company	Current	Representation in matters unrelated to the debtors
	Manulife Financial	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
JPMorgan	Banc One Capital Markets, Inc.	Current	Representation in matters unrelated to the debtors
JPMorgan Chase Bank	Bear Growth Capital Partners, LLC	Current	Representation in matters unrelated to the debtors
	Bear Stearns & Co Inc.	Current	Representation in matters unrelated to the debtors
	Bear Stearns Credit Products Inc.	Current	Representation in matters unrelated to the debtors
	Bear Stearns Investment Products Inc.	Current	Representation in matters unrelated to the debtors
	Bear Stearns Merchant Banking	Current	Representation in matters unrelated to the debtors
	Bear, Stearns & Co. Inc.	Current	Representation in matters unrelated to the debtors
	Bodil Arlander	Former	Representation in matters unrelated to the debtors
	Chase Bank USA, NA	Closed	Representation in matters unrelated to the debtors
	David E. King	Former	Representation in matters unrelated to the debtors
	J.P. Morgan, LLC	Current	Representation in matters unrelated to the debtors
	Jeffrey V. Holway	Former	Representation in matters unrelated to the debtors
	John D. Howard	Current	Representation in matters unrelated to the debtors
	JP Morgan Asset Management	Former	Representation in matters unrelated to the debtors
	JP Morgan Chase & Company	Current	Representation in matters unrelated to the debtors
	JP Morgan Chase Bank, N.A.	Current	Representation in matters unrelated to the debtors
	JP Morgan Partners, LLC	Current	Representation in matters unrelated to the debtors
	JP Morgan Securities, Inc.	Current	Representation in matters unrelated to the debtors
	JPMorgan Chase	Current	Representation in matters unrelated to the debtors
	JPMorgan Chase Bank	Current	Representation in matters unrelated to the debtors
	Kurt W. Butenhoff	Current	Representation in matters unrelated to the debtors
	Phillip M. Carpenter III	Former	Representation in matters unrelated to the debtors
	Robert Juneja	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Theodore Young	Current	Representation in matters unrelated to the debtors
	Timothy A. Dugan	Former	Representation in matters unrelated to the debtors
KPMG LLP	KPMG Bohlins AB	Current	Representation in matters unrelated to the debtors
	KPMG LLP	Current	Representation in matters unrelated to the debtors
	KPMG LLP (Canada)	Current	Representation in matters unrelated to the debtors
	KPMG LLP (UK)	Current	Representation in matters unrelated to the debtors
Level 3 Communications	Looking Glass Networks	Closed	Representation in matters unrelated to the debtors
Madison Dearborn Partners LLC	David F. Mosher	Closed	Representation in matters unrelated to the debtors
	Madison Dearborn Capital Partners III, L.P.	Current	Representation in matters unrelated to the debtors
	Madison Dearborn Partners III, LP	Closed	Representation in matters unrelated to the debtors
	Madison Dearborn Partners, Inc.	Current	Representation in matters unrelated to the debtors
	Madison Dearborn Special Equity III, LP	Current	Representation in matters unrelated to the debtors
	Mark B. Tresnowski	Current	Representation in matters unrelated to the debtors
	Patrick C. Eilers	Current	Representation in matters unrelated to the debtors
Marsh	Kroll Inc.	Current	Representation in matters unrelated to the debtors
MCI Communications	Cellco Partnership	Current	Representation in matters unrelated to the debtors
Verizon Communications Inc.	Empire City Subway Company	Current	Representation in matters unrelated to the debtors
	MCI Communications Services, Inc.	Current	Representation in matters unrelated to the debtors
	Telesector Resources Group	Current	Representation in matters unrelated to the debtors
	Verizon Business Global, LLC	Current	Representation in matters unrelated to the debtors
	Verizon Capital Corporation	Closed	Representation in matters unrelated to the debtors
	Verizon Communications Inc.	Current	Representation in matters unrelated to the debtors
	Verizon Data Services LLC	Current	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
(continued from previous page)	Verizon Federal Inc.	Current	Representation in matters unrelated to the debtors
	Verizon New Jersey, Inc.	Current	Representation in matters unrelated to the debtors
	Verizon New York, Inc.	Current	Representation in matters unrelated to the debtors
	Verizon NY Inc.	Current	Representation in matters unrelated to the debtors
	Verizon South, Inc.	Former	Representation in matters unrelated to the debtors
	Verizon Wireless	Current	Representation in matters unrelated to the debtors
	Verizon Wireless Telecom, Inc.	Current	Representation in matters unrelated to the debtors
Nabisco	Kraft Foods Global, Inc.	Closed	Representation in matters unrelated to the debtors
	Kraft Foods Inc.	Current	Representation in matters unrelated to the debtors
	Kraft Foods North America, Inc.	Current	Representation in matters unrelated to the debtors
	Kraft Foods, Inc.	Current	Representation in matters unrelated to the debtors
National City Corp.	National City Bank	Current	Representation in matters unrelated to the debtors
Net Gear Inc.	Netgear Inc.	Current	Representation in matters unrelated to the debtors
Nextel Communications Inc.	Airgate PCS	Closed	Representation in matters unrelated to the debtors
	FC New York, Inc.	Former	Representation in matters unrelated to the debtors
	Nextel Communications, Inc.	Former	Representation in matters unrelated to the debtors
	Nextel of New York, Inc.	Former	Representation in matters unrelated to the debtors
	Nextel Systems Corp.	Former	Representation in matters unrelated to the debtors
	Sprint Nextel Corporation	Former	Representation in matters unrelated to the debtors
	Sprint PCS Limited Partnership	Closed	Representation in matters unrelated to the debtors
	Ubiquitel, Inc.	Closed	Representation in matters unrelated to the debtors
	US Unwired Inc.	Closed	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
Northwestern University Law School Law Review Editorial Board	Center for International Human Rights at the Bluhm Legal Clinic of Northwestern University School of Law	Current	Representation in matters unrelated to the debtors
	Dr. Lewis Landberg	Former	Representation in matters unrelated to the debtors
	Northwestern University	Current	Representation in matters unrelated to the debtors
	Northwestern University Feinberg School of Medicine	Current	Representation in matters unrelated to the debtors
	Northwestern University Medical School	Former	Representation in matters unrelated to the debtors
	Robert Blattberg	Former	Representation in matters unrelated to the debtors
Oaktree Capital Group Holdings GP LLC	B. James Ford	Former	Representation in matters unrelated to the debtors
Oaktree Capital Group Holdings LP	Calypso Acquisition Corp.	Current	Representation in matters unrelated to the debtors
Oaktree Capital Group LLC	Cyanco Holding Corp.	Current	Representation in matters unrelated to the debtors
Oaktree Capital I LP	Oaktree Capital Management LLC	Current	Representation in matters unrelated to the debtors
Oaktree Capital Managment LP	OCM Principal Opportunities Fund IV, L.P.	Current	Representation in matters unrelated to the debtors
Oaktree Fund GP I LP	Ronald N. Beck	Current	Representation in matters unrelated to the debtors
Oaktree Holdings Inc.	Stephen Kaplan	Former	Representation in matters unrelated to the debtors
Oaktree Holdings LLC OCM Holdings I LLC			
Oracle Corp.	Oracle Corporation	Current	Representation in matters unrelated to the debtors
Portland Trail Blazers NBA	Geoff McKay	Current	Representation in matters unrelated to the debtors
Seattle Seahawks NFL			
Vulcan Inc.			
PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP	Current	Representation in matters unrelated to the debtors
	James Schacht	Closed	Representation in matters unrelated to the debtors
ProLogis Development Services Inc.	ProLogis	Current	Representation in matters unrelated to the debtors
Ryan's Restaurant Group Inc.	American Residential Services, LLC	Closed	Representation in matters unrelated to the debtors
Teletch Service Corp.	TeleTech Holdings, Inc.	Closed	Representation in matters unrelated to the debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status	Nature of Representation
Times Mirror Co.	The Tribune Company	Closed	Representation in matters unrelated to the debtors
	Tribune Interactive Inc.	Current	Representation in matters unrelated to the debtors
	Tribune Media Services, Inc.	Current	Representation in matters unrelated to the debtors
UBS Securities	Joseph F. Scoby	Current	Representation in matters unrelated to the debtors
	UBS Financial Services Incorporated of Puerto Rico	Closed	Representation in matters unrelated to the debtors
	UBS Financial Services, Inc.	Current	Representation in matters unrelated to the debtors
	UBS Global Asset Management Inc.	Current	Representation in matters unrelated to the debtors
	UBS Investment Bank	Current	Representation in matters unrelated to the debtors
	UBS Securities LLC	Current	Representation in matters unrelated to the debtors
	UBS Warburg	Current	Representation in matters unrelated to the debtors
Unext.com LLC	Michael D. Cohen	Former	Representation in matters unrelated to the debtors
	UNext Inc.	Former	Representation in matters unrelated to the debtors
Weyerhaeuser Co.	Domtar Inc.	Current	Representation in matters unrelated to the debtors
	Weyerhaeuser Company	Current	Representation in matters unrelated to the debtors
Williams Scotsman	TDR Capital LLP	Current	Representation in matters unrelated to the debtors
Wilmington Trust Co.	Grant Tani Barash & Altman	Closed	Representation in matters unrelated to the debtors